

ANNUAL REPORT

2024-2025

KOTIA ENTERPRISES LIMITED



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CORPORATE INFORMATION:

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| <u>Board of Directors</u> | Mr. Manoj Kumar Bansal (Resigned From the post of MD w.e.f 23.07.2025) | Managing Director & CFO |
| | Mr. Vikas Bansal | Non-Executive Director |
| | Mr. Achal Kapoor (Resigned From the post of Independent Director w.e.f 20.06.2025) | Independent Director |
| | Ms. Preeti | Independent Director |
| | Mr. Paaven Bansal (Resigned From the post of Director w.e.f 31.08.2024) | Non-Executive Director |
| | Ms. Anupama Kashyap (Resigned From the post of Independent Director w.e.f 30.04.2024) | Independent Director |
| <u>Company Secretary</u> | Mr. Ankit Bhatnagar | |
| <u>Auditors</u> | Ajay Rattan & Co., Chartered Accountants 1113 Arunachal Building, Barakhamba Road, New Delhi – 110001 | |
| <u>Secretarial Auditor</u> | M/s. Amit H.V. & Associates Company Secretaries 114-B, Jaina Tower-II, Janakpuri, District Center, New Delhi-110058 | |
| <u>Internal Auditor</u> | M/s APSA & Co. D-11/48 First Floor Sector – 7 Rohini, Delhi – 110085 | |
| <u>Bankers</u> | AU Small Finance Bank Limited | |
| <u>Registrar & Share Transfer Agent</u> | Skyline Financial Services Private Ltd. D-153/A, First Floor, Okhla Industrial Area, Phase – I, New Delhi -110020. Phone: 011 -3085 7575 Email: info@skylinerta.com | |
| <u>Registered & Corporate Office</u> | 905, New Delhi House, 27 Barakhamba Road, New Delhi – 110001 Ph. No.011 – 40045955 Email ID: compliance@kotiaenterprises.com Website: www.kotiaenterprises.com | |

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 45th ANNUAL GENERAL MEETING OF THE MEMBERS OF KOTIA ENTERPRISES LIMITED WILL BE HELD ON THURSDAY, 18TH SEPTEMBER 2025 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 905, NEW DELHI HOUSE, 27, BARAKHAMBA ROAD, NEW DELHI - 110001 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March 2025 including Audited Balance Sheet for the year ended 31st March 2025 and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

“RESOLVED THAT, the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the reports of Board and Auditors thereon be and hereby considered and adopted.”

2. To appoint a director in place of Mr. Vikas Bansal (DIN –07094135), who retires by rotation and being eligible, offers himself for re – appointment.

“RESOLVED THAT Mr. Vikas Bansal (DIN – 07094135), who retires by rotation and being eligible offers himself for reappointment be and hereby re-appointed as Director of the Company liable to retire by rotation.

SPECIAL BUSINESS:

3. Regularization of Additional Director, Ms. Nikita Sinha (DIN: 11126745) as Director of the company

To consider and if thought fit to pass with or without modification the following resolution as ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Nikita Sinha (DIN: 11126745), who was appointed as an Independent, Additional Director of the Company by the Board of Directors vide board meeting dated June 20, 2025, whose term of office expires at this Annual General Meeting (‘AGM’) and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from June 20, 2025.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

4. Regularization of Additional Director, Mr. Anil Gupta (DIN: 00468470) as Director of the company.

To consider and if thought fit to pass with or without modification the following resolution as ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 152, 161 of Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), if any, Mr. Anil Gupta (DIN: 00468470) appointed as additional Director of the Company w.e.f 23.07.2025 by the Board of Directors on the recommendation of Nomination and Remuneration date of ensuing AGM of the Company be and is hereby appointed as Director whose period of office will be liable by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution

5. To approve material related party transaction limits with M/s Grow Money Capital Pvt Ltd.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company’s Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions” and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/ arrangement(s)/transaction(s) with **Grow Money Capital Private Limited** a related party of the Company, for Loan , Investment and other transactions as more particularly set out in the explanatory statement for Item No. 5 to this Notice of 45th Annual General Meeting for an amount not exceeding in the aggregate Rs. 20,00,00,000/- (Rupees Twenty Crores only) for FY 2025-26, , provided that the said transactions are entered into/ carried out on arm’s length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

6. To approve material related party transaction limits with M/s SBK Trade & Infrastructure Pvt Ltd.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company’s Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions” and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/ arrangement(s)/transaction(s) with **SBK Trade & Infrastructure Pvt Ltd.** a related party of the Company, for Loan, Investment and other transactions as more particularly set out in the explanatory statement for Item No. 6 to this Notice of 45th Annual General Meeting for an amount not exceeding in the aggregate Rs. 20,00,00,000/- (Rupees Twenty Crores only) for FY 2025-26, , provided that the said transactions are entered into/ carried out on arm’s length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

7. To approve material related party transaction limits with M/s Iesous Marketing Pvt Ltd.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company’s Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions” and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/ arrangement(s)/transaction(s) with **Iesous Marketing Pvt Ltd.** a related party of the Company, for Loan , Investment and other transactions as more particularly set out in the explanatory statement for Item No. 7 to this Notice of 45th Annual General Meeting for an amount not exceeding in the aggregate Rs. 20,00,00,000/- (Rupees Twenty Crores only) for FY 2025-26, , provided that the said transactions are entered into/ carried out on arm’s length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

8. **TO CONSIDER AND APPROVE THE APPOINTMENT OF M/S. AMIT H.V. & ASSOCIATES, PRACTICING COMPANY SECRETARIES AS SECRETARIAL AUDITORS OF THE COMPANY FOR A TERM OF FIVE CONSECUTIVE YEARS FOR THE FINANCIAL YEAR 2025-26 TO FINANCIAL YEAR 2029-30 AND TO FIX HIS REMUNERATION:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an:

“RESOLVED THAT pursuant to the provisions of Section 179, 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Regulation 24A of the Securities and Exchange Board of India (LODR) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Audit Committee and subject to approval of members of the Company, M/s. Amit H.V. & Associates, Practicing Company Secretaries (COP No. 21725 and Membership No. A48528) be and is hereby appointed as Secretarial Auditor of the Company for a term of five consecutive years for the F.Y. 2025-26 to F.Y. 2029-30 at a remuneration as may be mutually agreed between the Secretarial Auditor and the Company.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary for giving effect to the aforesaid resolution.

**By Order of the Board
KOTIA ENTERPRISES LIMITED**

Date: 25.08.2025
Place: New Delhi

**Sd/-
Ankit Bhatnagar
Company Secretary
M. No. A42170**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**
2. **A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HERewith. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.

3. During the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice is given to the company.
4. The Company's Registrar & Share Transfer Agents (RTA) are:
Skyline Financial Services Private Ltd, D-153/A, First Floor, Okhla Industrial Area, Phase - I, New Delhi -110020, Phone: 011 3085 7575, Email: info@skylinerta.com.
5. Members can avail of the nomination facility in respect of shares held by them pursuant to the provisions of Section 72 of Companies Act, 2013. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility. Members holding shares in physical form may send their nomination in the prescribed form duly filled into RTA at the above-mentioned address.
6. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.

8. Details under Regulation 36 of the SEBI (LODR), 2015, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, are given in the Corporate Governance Report along with the details of their shareholding.
9. Electronic copy of the Annual Report for 2024-25 is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2024-25 are being sent in the permitted mode.
10. The Notice of the Annual General Meeting of the Company and instructions for e-voting, along with Attendance Slip and Proxy Form is being sent to all the members by electronic mode, whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the aforementioned documents are being sent in the permitted mode.
11. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2024-25 will also be available on the Company's website www.kotiaenterprises.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days, excluding Saturday up to the date of AGM. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost.
12. Shareholders are requested to notify any change of address:
 - (i) To their Depository Participants (DPs) in respect of the shares held in Demat form; and
 - (ii) To the Company at its Registered Office at 905, New Delhi House, 27, Barakhamba Road, New Delhi – 110001
 - (iii) In case the mailing address mentioned on this Annual Report is without the PIN Code, kindly inform the same to DP of the Company
13. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards the Greener Environment and to receive all documents, Notices, including Annual Reports and other communications of the Company, investors should register their e-mail addresses with RTA if shares are held in physical mode or with the Depository Participant if the shares are held in electronic mode.

14. The Statement of Profit and Loss for the year ended 31st March 2025, the Balance Sheet as at that date, the Auditors' Report, the Directors' Report and all other documents annexed or attached to the Balance Sheet are available for inspection by the Members at the Registered Office of the Company between 11.00 A.M. and 01.00 P.M. on all working days up to this AGM. Members who wish to obtain information on the Company or view the Accounts for the previous years may visit the Company's website or send their queries at least 10 days in advance before the AGM to the Secretary of the Company.
15. **E-Voting:** In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended vide notification dated 19th March 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and detailed procedure is mentioned below:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 15th September 2025 at 9:00 A.M. and ends on 17th September, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 11th September, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being, 11th September, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section , this |

will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **“Access to e-Voting”** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
3. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



| | |
|---|--|
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers. |
|---|--|

| | |
|--|--|
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period |
|--|--|

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.amit.arya@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Abhishek Mishra at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance@kotiaenterprises.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliance@kotiaenterprises.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

STATEMENT**(Pursuant to section 102 of the Companies Act, 2013)****EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**

As required by section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business items mentioned in the accompanying Notice:

SPECIAL BUSINESS**ITEM NO 3**

Ms. Nikita Sinha was appointed as an Additional Director of the Company with effect from 20th June 2025, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office for a term of 5 years commencing from 20th June 2025 to 19th June 2030.

Ms. Nikita Sinha is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

The Board is of the view that the appointment of Ms. Nikita Sinha as Independent Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 3 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Ms. Nikita Sinha, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

ITEM NO 4

Mr. Anil Gupta was appointed as an Additional Director of the Company with effect from 23rd July, 2025, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office for a term of 5 years commencing from 23rd July, 2025 to 22nd July, 2030.

Mr. Anil Gupta is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

The Board is of the view that the appointment of Mr. Anil Gupta as Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 4 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Anil Gupta, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

ITEMS NO 5, 6 AND 7:

Pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof (“SEBI Listing Regulations”) and the Company’s Policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions of the Company (“the Policy”), the material related party transactions to be entered by the Company on arm’s length basis with Grow Money Capital Pvt Ltd, SBK Trade & Infrastructure Pvt Ltd and Iesus Marketing Pvt Ltd as set out in Item No. 5 to 7 require approval of the members of the Company through the ordinary resolutions.

In accordance with Regulation 23 of the SEBI Listing Regulations, “Material Related Party Transaction” means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover as per the last audited financial statements of the Company (“material related party limit”).

Item No. 5 – Material related party transaction limits with Grow Money Capital Pvt Ltd -

| S No. | Particulars | Details |
|--------------|---|----------------------------|
| 1 | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) | Grow Money Capital Pvt Ltd |
| 2 | Type, tenure, material terms and particulars | Loan and Investment |
| 3 | Value of the transaction | Rs. 2,18,76,264/- |
| 4 | The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary’s annual turnover on a standalone basis shall be additionally provided) | 246% |
| 5 | If the transaction relates to any loans, | Not Applicable |

| | | |
|----------|---|--|
| | inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: | |
| 6 | Any valuation or other external report relied upon by the listed entity in relation to the transactions | Not Applicable |
| 7 | Any other information that may be relevant | All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 |

Item No. 6 – Material related party transaction limits with SBK Trade & Infrastructure Pvt Ltd

| S No. | Particulars | Details |
|--------------|---|--|
| 1 | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) | SBK Trade & Infrastructure Pvt Ltd |
| 2 | Type, tenure, material terms and particulars | Loan and Investment |
| 3 | Value of the transaction | Rs. 1,31,609/- |
| 4 | The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) | 1.48 % |
| 5 | If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: | Not Applicable |
| 6 | Any valuation or other external report relied upon by the listed entity in relation to the transactions | Not Applicable |
| 7 | Any other information that may be relevant | All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 |

Item No. 7 – Material related party transaction limits with Iesus Marketing Pvt Ltd

| S No. | Particulars | Details |
|--------------|---|--|
| 1 | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) | Iesus Marketing Pvt Ltd |
| 2 | Type, tenure, material terms and particulars | Loan and Investment |
| 3 | Value of the transaction | Nil |
| 4 | The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) | 0.00 |
| 5 | If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: | Not Applicable |
| 6 | Any valuation or other external report relied upon by the listed entity in relation to the transactions | Not Applicable |
| 7 | Any other information that may be relevant | All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 |

ITEM NO. 8

To approve the appointment of M/s. Amit H.V. & Associates, Practicing Company Secretaries as Secretarial Auditor of the Company for a term of five consecutive years for the financial year 2025-26 to financial year 2029-30 and to fix their remuneration

The Members are hereby informed that pursuant to Section 204 of the Companies Act, 2013 and the rules framed there under and Regulation 24A of the SEBI Listing Regulations read with SEBI Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, every listed entity shall undertake Secretarial Audit by a Company Secretary in Practice or by a firm of Company Secretaries in Practice, who shall be Peer Reviewed Company Secretary holding a valid certificate of peer review issued by the Institute of Company Secretaries of India.

Pursuant to Regulation 24A of the Listing Regulations (including any statutory modification(s) or amendment(s) thereto or reenactment(s) thereof, for the time being in force, states that, based on the recommendation of the Board of Directors, a listed entity shall appoint or re-appoint:

- i. an individual as Secretarial Auditor for not more than one term of five consecutive years; or
- ii. a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors approved and recommended to the Members of the Company to appoint M/s. Amit H.V. & Associates, Practicing Company Secretaries (COP No. 21725 and Membership No. A48528), as Secretarial Auditors of the Company for a first term of five (5) consecutive years commencing from the conclusion of this 45th Annual General Meeting till the conclusion 50th Annual General Meeting to be held in the year 2030.

The Company has received Eligibility cum consent letter to act as Secretarial Auditor from M/s. Amit H.V. & Associates, stating their eligibility and non-disqualification from being appointed as Secretarial Auditors of the Company, for the aforesaid term.

The disclosure required pursuant to Regulation 36(5) of the Listing Regulations, including annual remuneration/fees as recommended by the Board of Directors of the Company.

None of the Directors and/or Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in the Ordinary resolution set out at Item no. 8 of the Notice except to the extent of their shareholding in the Company, if any.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item no. 8 of the accompanying Notice for the approval of the Members.

ANNEXURE TO THE NOTICE

Pursuant to regulation 36 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 issued by ICSI, the information about the Directors seeking Appointment/Re-appointment at the 45th Annual General Meeting is furnished below:

| Name of Director | Mr. Vikas Bansal | Ms. Nikita Sinha | Mr. Anil Gupta |
|---|---|---|---|
| Director Identification Number (DIN) | 07094135 | 11126745 | 00468470 |
| Designation/ category of the Director | Non-Executive, Non-Independent | Additional Non-Executive Independent Director | Executive, Non-Independent |
| Age | 09/05/1975 | 07/09/1989 | 19/01/1969 |
| Date of the first appointment on the Board | 14/11/2022 | 20/06/2025 | 23/07/2025 |
| Qualifications | M. Com | Company Secretary | M.Com |
| Brief Profile, Experience, and Expertise in specific functional areas | Mr. Vikas Bansal is a Post-Graduate in commerce. He has Expertise in Financial Management and Accounts | Ms. Nikita Sinha has done Company Secretary Course from Institute of Company Secretary of India. She has a proven track record, having served as Company Secretary Since July 2017. Her Expertise encompasses Corporate Law, Securities Law, SEBI Regulations, compliance, Financial Management and Accounts. | Mr. Anil Gupta is a Post-Graduate in commerce. He has Expertise in Financial Management and Accounts. |
| Directorships held in other companies including listed companies (^) and excluding foreign companies as of the date of this Notice. | 1. Chronos International Limited 2. Iesus Marketing Pvt Ltd 3. SBK Trade & Infrastructure Pvt Ltd 4. Ananda Clothing Limited | 1. All About Content Limited | 1. Associated Electronics Research Foundation 2. Sanyukt Vikas Foundation 3. Janani Suraksha Clinic Pvt Ltd 4. DSG Investments Pvt Ltd |
| Name of listed entities from which the person has resigned in the past three years | Nil | 1. Ardi Investment and Trading Co. Ltd. | 1. Kotia Enterprises Limited |
| Memberships / Chairmanships of committees of other companies including listed companies (^) and | Nil | NIL | NIL |

| | | | |
|---|--|--|--|
| excluding foreign companies as of the date of this Notice | | | |
| Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company | Brother – Manoj Kumar Bansal | Nil | Nil |
| Shareholding in the Company including shareholding as a beneficial owner | 71013 Shares | Nil | Nil |
| Terms and Conditions of appointment / reappointment | Re-appointment as an Non-Executive, Non-Independent Director | Appointment as a Non-Executive, Independent Director, not liable to retire by rotation for a term of 5 years commencing from 20 th June, 2025 to 19 th June, 2030. | Appointed on 23.07.2025, for a period of 5 Years subject to Members Approval |
| Details of Remuneration sought to be paid | Nil | They shall be paid remuneration in the capacity of Non-Executive, Independent Director, by way of fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other meetings, and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013, as may be decided by the Board from time to time. | Rs 12 Lacs per annum |
| In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements | N.A. | The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination, Appointment, and Removal of Directors. Further, the Board has | N.A. |

| | | | |
|--|--|---|--|
| | | <p>a defined list of core skills/expertise/competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profile of Ms. Nikita possess the relevant skill and capabilities to discharge the role of Independent Directors.</p> | |
|--|--|---|--|

KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010678

Regd. Off: 905, New Delhi House, 27, Barakhamba Road, New Delhi - 110001 Tel:- 91-11 - 40045955

Email: compliance@kotiaenterprises.com, Website: www.kotiaenterprises.com**Form No. MGT - 11****PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014]

| | | | |
|---|--|---------------|--|
| Name of the Member(s)/ Representative: | | | |
| Registered Address: | | | |
| E-mail ID: | | | |
| Folio No./Client ID: | | DP ID: | |

I/ We, being the member (s) of.....equity shares of the above-named Company, hereby appoint:

1.Name

1.Name

1.Name

Address

Address:

Address:

Email Id:

Email Id:

Email Id:

Signature:, or failing him/her

Signature:, or failing him/her

Signature:, or failing him/her

as my/our proxy to attend and vote (on a ballot/poll) for me/us and on my/our behalf at the 45th Annual General Meeting of the Company, to be held on Thursday, September 18, 2025 at 11:00 A.M. at 905, New Delhi House, 27, Barakhamba Road, New Delhi-110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution Number | Resolution | | | |
|--------------------------|--|------------|----------------|----------------|
| Ordinary Business | | | | |
| 1. | Adoption and Approval of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2025 | For | Against | Abstain |
| 2. | Re-appointment of Mr. Vikas Bansal, as Director liable to retire by rotation. | For | Against | Abstain |

| Resolution Number | Resolution | | | |
|--------------------------|---|------------|----------------|----------------|
| Special Business | | | | |
| 3 | Regularization of Additional Director, Ms. Nikita Sinha (DIN: 11126745) as Director of the company | For | Against | Abstain |
| 4 | Regularization of Additional Director, Mr. Anil Gupta (DIN: 00468470) as Director of the company | For | Against | Abstain |
| 5 | To approve material related party transaction limits with M/s Grow Money Capital Pvt Ltd. | For | Against | Abstain |
| 6 | To approve material related party transaction limits with M/s SBK Trade & Infrastructure Pvt Ltd. | For | Against | Abstain |
| 7 | To approve material related party transaction limits with M/s Iesus Marketing Pvt Ltd. | For | Against | Abstain |
| 8 | To Consider and Approve the Appointment of M/S. Amit H.V. & Associates, Practicing Company Secretaries as Secretarial Auditors of the Company | For | Against | Abstain |

Signed this Day of 2025

Affix revenue
stamp of not
less than Rs.
1.00

Signature of 1st proxy Holders(s) Signature of 2nd proxy Holders(s) Signature of 3rd proxy Holders(s)

Notes:

1. It is optional to indicate your reference, if you leave the for, against column or abstain column blank against or abstain column blank against any or all resolutions, your proxy will be entitled in the manner as he/she may deem appropriate.
2. This form of proxy in order to be effective should be duly stamped, completed, signed, and deposited at the registered office of the company, not less than 48 hours before the commencement of the meeting.
3. The proxy form should be signed as per specimen signature registered with the share transfer Agents or Depository Participant, as the case may be.

KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010678

Regd. Off: 905, New Delhi House, 27, Barakhamba Road, New Delhi -110001, Tel:- 91-11 - 40045955

Email: compliance@kotiaenterprises.com, Website: www.kotiaenterprises.com**ELECTRONIC VOTING PARTICULARS**

| | |
|---------------------------------|---|
| Commencement of remote e-voting | From 09.00 a.m. (IST) on Monday, September 15, 2025 |
| End of remote e- voting | Up to 5.00 p.m. (IST) on Wednesday September 17, 2025 |

| EVEN (Remote E-Voting Event Number) | USER ID | PASSWORD/PIN | NO. OF SHARES |
|---|---------|--------------|---------------|
|---|---------|--------------|---------------|

The e-voting facility will be available during the following voting period:

- The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by NSDL upon expiry of aforesaid period.
- The cut-off date for the purpose of remote e-voting and voting at the Meeting is Thursday, September 11, 2025.
- Please read the instructions given below carefully before exercising the vote through e-voting.

.....TEAR HERE

KOTIA ENTERPRISES LIMITED

CIN: L74110DL1980PLC010678

Regd. Off: 905, New Delhi House, 27, Barakhamba Road, New Delhi -110001, Tel:- 91-11 - 40045955

Email: compliance@kotiaenterprises.com, Website: www.kotiaenterprises.com**ATTENDANCE SLIP**

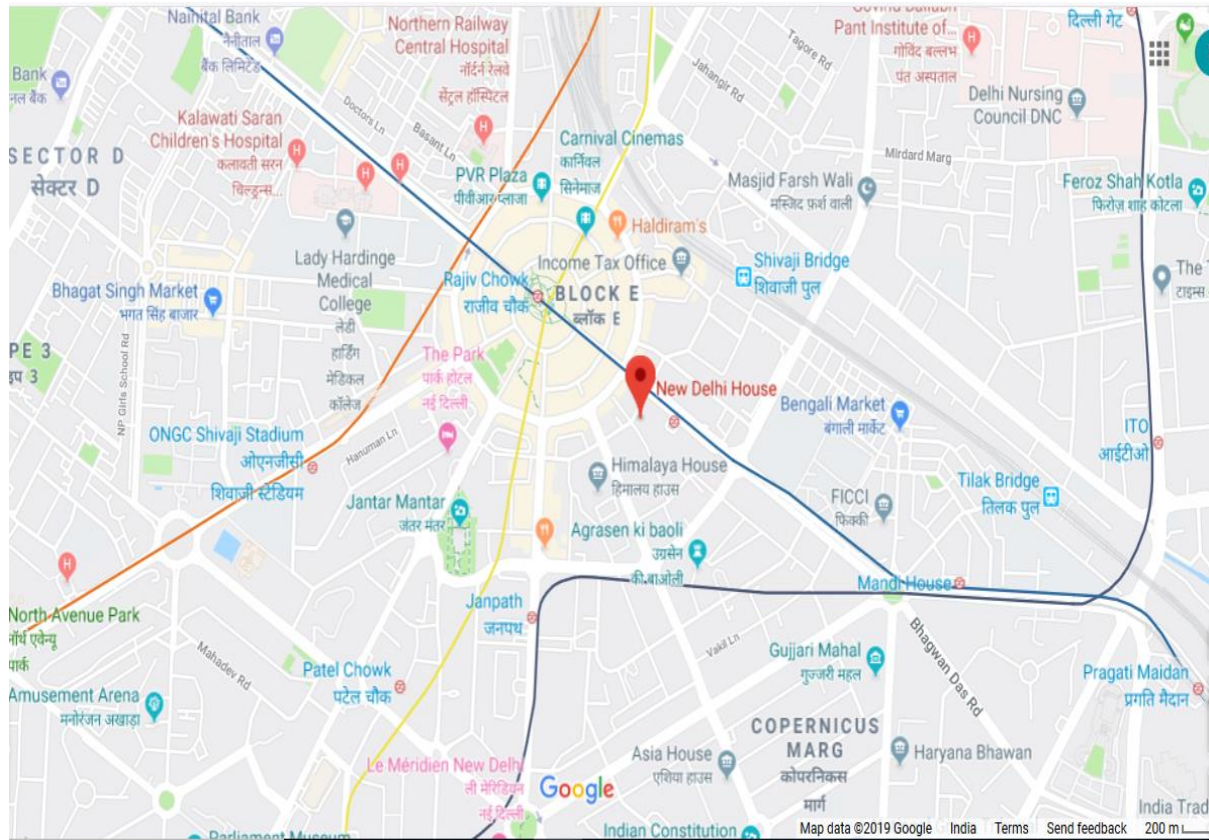
Regd. Folio No./DP ID - Client ID :

Name & Address of First/Sole Member :

No. of Shares held :

I/We hereby record my/our presence at the 45th Annual General Meeting (AGM) of the Company scheduled to be held on Thursday, September 18, 2025 at 11:00 a.m. at its Registered office at 905, New Delhi House, 27, Barakhamba Road, New Delhi -110001.

Signature of Member/Proxy

ROUTE MAP FOR AGM VENUE

Venue: 905, New Delhi House, 27, Barakhamba Road, New Delhi -110001.

DIRECTORS' REPORT

To
The Members
Kotia Enterprises Limited

Your Directors have pleasure in presenting the 45th (Forty Fifth) Annual Report together with Audited Financial Statement of your Company for the year ended 31st March 2025.

FINANCIAL HIGHLIGHTS (STANDALONE)

The Company's financial performances for the year under review along with previous year's figure are given hereunder:

(₹ in '00')

| Particulars | For the year ended on 31 st March 2025 | For the year ended on 31 st March 2024 |
|------------------------------|--|--|
| Income from Operations | 42,432.46 | 42,706.90 |
| Other Income | 46,287.89 | 43,054.27 |
| Total Income | 88,720.35 | 85,761.17 |
| Total Expenditure` | 93,802.11 | 86,896.89 |
| Profit/(loss) before tax | (5081.76) | (1,135.73) |
| Less: Provision for Taxation | | |
| (i) Current Year | - | - |
| (ii) Earlier Year Adjustment | - | 27.61 |
| (iii) Deferred Tax | (145.08) | 304.67 |
| Profit/(Loss) After Tax | (4,936.68) | (1468.01) |

REVIEW OF BUSINESSS OPERATIONS**Construction and Civil Works**

The Company is operating in construction and civil works traditionally and also in trading activities. The Company always leads in providing construction and civil work solutions in the Indian market. Moreover, the Company is hoping to achieve more growth in the upcoming financial years.

DIVIDEND AND RESERVES

Considering the current market scenario and the loss incurred by the Company, your Directors do not recommend any dividend and have not transferred any amount to Reserve for the financial year ended 31st March, 2025.

CHANGES IN NATURE OF BUSINESS IF ANY

The company carrying the same business as it is carrying out in the preceding financial years.

CAPITAL STRUCTURE

During the year under review, there has been no change in the capital structure of the company.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no material changes and commitments affecting the financial position of the Company between the end of the financial year to which the financial statements relates and the date of the approval of the Directors Report.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received from its Independent Directors the necessary declaration that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

BOARD MEETINGS

During the financial year 2024-25, 6 meetings of the Board of Directors of the Company were held on the following dates:

01st May 2024, 30th May 2024, 03rd August 2024, 31st August 2024, 12th November 2024 and 12th February, 2025.

The gap between two consecutive Board Meetings did not exceed 120 days.

Number of meetings attended by the Board of Directors:

| S. No. | Name of Director | No. of Meetings Attended |
|--------|--------------------|--------------------------|
| 1 | Manoj Kumar Bansal | 6 |
| 2 | Paaven Bansal | 3 |
| 3 | Achal Kapoor | 6 |
| 4 | Anupma Kashyap | 1 |
| 5 | Vikas Bansal | 6 |
| 6 | Preeti | 5 |

COMMITTEE OF THE BOARD AND MEETINGS

The Board of Directors of the Company has constituted the following committees.

AUDIT COMMITTEE

The terms of reference of the Audit Committee is as specified in Section 177 of the Companies Act, 2013. During the financial year 2024-2025, 5 meetings of the Audit Committee were held on the following dates:

30th May, 2024, 03rd August 2024, 31st August 2024, 12th November 2024 and 12TH February 2025.

The composition and number of meetings attended by the members of the Audit Committee is as follows:

| Name of Director | Category | Position | No. of Meetings Attended |
|-------------------------|----------------------|-----------------|---------------------------------|
| Ms. Preeti | Independent Director | Chairman | 5 |
| Mr. Achal Kapoor | Independent Director | Member | 5 |
| Mr. Manoj Kumar Bansal | Managing Director | Member | 5 |

NOMINATION AND REMUNERATION COMMITTEE

The terms of reference of the Nomination and Remuneration Committee is as specified in Section 178 of the Companies Act, 2013. During the financial year 2024-2025, 1 meeting of the Nomination and Remuneration Committee was held on **28.08.2024**.

The composition and number of meetings attended by the members of the Nomination and Remuneration Committee is as follows:

| Name of Director | Position | Category | No. of Meetings Attended |
|-------------------------|-------------------------|-----------------|---------------------------------|
| Mr. Achal Kapoor | Independent Director | Chairman | 1 |
| Ms. Preeti | Independent Director | Member | 1 |
| Mr. Vikas Bansal | Non- Executive Director | Member | 1 |

Nomination and Remuneration Policy

The Nomination and Remuneration Policy of the Company has been formulated in accordance with Section 178 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Nomination and Remuneration Policy of the Company has been formulated by the Nomination and Remuneration Committee and has been approved by the Board of Directors of the Company. This policy specifies the criteria for the payment of equitable remuneration to the Directors, Key Managerial Personnel (KMP), Senior Management and other employees of the Company.

The Nomination and Remuneration Policy of the Company has been disclosed on the website of Company and the web link thereto is <https://www.kotiaenterprises.com/policies.php>

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The terms of reference of the Stakeholders Relationship Committee is as specified in Section 178 of the Companies Act, 2013. During the financial year 2024-2025, 1 meetings of the Stakeholders Relationship Committee were held on **31.08.2024**.

The composition and number of meetings attended by the members of Stakeholders' Relationship Committee is as follows:

| Name of Director | Category | Position | No. of Meetings Attended |
|-------------------------|-------------------------|-----------------|---------------------------------|
| Mr. Vikas Bansal | Non- Executive Director | Chairman | 1 |
| Mr. Achal Kapoor | Independent Director | Member | 1 |
| Mr. Manoj Kumar Bansal | Managing Director | Member | 1 |

CORPORATE GOVERNANCE REPORT

As per the provisions of Regulation 15(2)(a) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, the compliance with the corporate governance provisions as specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and Para C, D and E of Schedule V shall not apply to the Company.

LISTING OF SHARES

The shares of the Company are listed in BSE and MSEI. Applicable listing fees have been paid up to date. The shares of the Company have not been suspended from trading at any time during the year by the concerned stock exchange.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, your directors would like to state that:

- a) in the preparation of the annual accounts for the financial year ended March 31, 2025, the applicable accounting standards had been followed;

- b) they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) they had prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INTERNAL FINANCIAL CONTROLS

The company has in place adequate internal financial controls with reference to the financial statements. During the financial year ended March 31, 2025, such controls were tested and no reportable material weakness was identified.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company's internal control systems are well developed and are adequate to ensure efficiency in operations, compliance with applicable statutes, policies as well as procedures and reliability and integrity of financial and operational information. The Company has constituted an Audit Committee for the guidance and proper control of the affairs of the Company.

DETAILS OF SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint Venture or Associate Companies.

DEPOSIT

During the Financial Year 2024-2025, your company has not invited or accepted any deposits from the public and as such, no amount on account of principal or interest on public was outstanding as on the date of the Balance Sheet.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During the financial year ended March 31, 2025, the Company has neither given any loan or guarantee nor provided any security or made any investment under Section 186 of the Companies Act, 2013.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year ended March 31, 2025 were on an arm's length basis and were in the ordinary course of business. Further, there were no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with the interest of the Company at large.

The details are given in **Annexure "I"** in **Form AOC-2** forms part of this report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company does not meet the criteria laid down in Section 135 of the Companies Act, 2013 and hence the said provisions are not applicable to the Company.

CONSERVATION OF ENERGY/TECHNOLOGY ABSORPTION/FOREIGN EXCHANGE EARNINGS AND OUTGO**A. Conservation of Energy**

Company has limited scope for undertaking energy conservation exercises, but nevertheless continues to emphasize work practices that result in conservation of energy. At the offices of your Company, special emphasis is placed on installation of energy-efficient lighting devices, use of natural light as best as possible, and adoption of effective procedures for conservation of electricity, water, paper and other materials that consume natural resources.

B. Technology Absorption

Company did not absorb any new Technology during the financial year.

C. Foreign Exchange and Outgo:

There was no foreign exchange inflow or Outflow during the year under review.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the courts/regulators or tribunals impacting the going concern status and company's operations in future.

ANNUAL RETURN

Pursuant to the provisions of Section 134(3) and 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company as on 31st March, 2025 is uploaded on the website of the company i.e. www.kotiaenterprises.com

The link for annual return as follows: **<http://www.kotiaenterprises.com/notice-for-shareholders.php>**

HUMAN RESOURCE

The Company treats its “Human Resource” as one of its most important assets and has taken continuous efforts to set up and maintain an efficient work force.

AUDITORS**a) Statutory Auditor**

M/s Ajay Rattan & Co., Chartered Accountants (FRN: 012063N) have been appointed as Statutory Auditors of the Company for a consecutive term of five years from the conclusion of 41st Annual General Meeting (“AGM”) of the company held on 22nd September, 2021 till the conclusion of the AGM of the Company to be held in the year 2026. They have confirmed their eligibility for the FY 2025-2026 under section 141 of the Companies Act, 2013 and the rules framed thereunder.

Further, the Auditors have given an unqualified opinion on the financial of the Company for the financial year ended 31st March, 2025; therefore, response of the Board of Directors is not required.

b) Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s Amit H.V. & Associates, Practicing Company Secretary (C.P. No. 21725) as Secretarial Auditor for the financial year 2024-2025, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark or disclaimer. The Secretarial Audit Report in the **Form MR-3** has been enclosed with this Report as “**Annexure – II**”.

c) Internal Auditor

The Company had appointed M/s ASPA & Co., Chartered Accountant as Internal Auditors of the Company for the financial year 2024-25, to undertake the internal Audit of the Company.

EXPLANATION IN RESPONSE TO AUDITORS’ QUALIFICATIONS

The Statutory Auditors have not made any qualification, reservation, adverse remark or disclaimer in their Report.

FRAUDS REPORTED BY THE AUDITOR

The Statutory Auditors of the Company have not reported any instances of fraud to the Board of Directors during the financial year ended March 31, 2025.

MAINTENANCE OF COST RECORDS

The company is not required to maintain Cost Records as specified by the Central Government under Section 148(1) of the Companies Act, 2013.

ENVIRONMENT, HEALTH AND SAFETY (EHS)

The Company is conscious of the importance of Safety & Health of the employees has always assumed the highest importance in your company. The management is committed to ensure zero harm to its employees and to all persons within the Company premises. Safety and occupational health responsibilities are integral to the Company's business processes, as spelt out in the Company's Safety, Health and Environment Policies and Procedure.

THE DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED AND RESIGNED DURING THE PERIOD

At the end of the financial year 2024-25, following below persons comes under the Board of Directors of the Company:

| S. No. | Name | Designation |
|--------|--------------------|---------------------------|
| 1 | Manoj Kumar Bansal | Managing Director and CFO |
| 2 | Paaven Bansal* | Non- Executive Director |
| 3 | Anupma Kashyap* | Independent Director |
| 4 | Achal Kapoor | Independent Director |
| 5 | Preeti | Independent Director |
| 6 | Vikas Bansal | Non-Executive Director |

*During the financial year 2024-25, the Company has appointed Ms. Preeti as Independent Director of Company with effect from 01st May, 2024. Mr. Paaven Bansal and Ms. Anupma Kashyap (Independent Director) resigned on 31st August, 2024 and 30th April, 2024 respectively. During the financial year 2024-25, the Company has appointed Mr. Ankit Bhatnagar as Company Secretary of Company with effect from 31st August, 2024, Ms. Nupur Jain resigned as Company Secretary of Company with effect from 15th July, 2024.

MANAGEMENT DISCUSSION AND ANALYSIS

In terms of Regulations 34 of the Listing regulations, Management Discussion & Analysis Report as stipulated in Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of this Annual Report.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards during the financial year ended March 31, 2025.

AUDIT TRAIL APPLICABILITY (AUDIT AND AUDITORS) RULES 2014-RULE 11 OF THE COMPANIES ACT 2013

The Company has used accounting software for maintaining its book and accounts for the financial year ended 31st March 2025 which has a feature of recording audit trail (edit log) facility and same has operated throughout the year for all relevant transactions recorded in the software.

As proviso to Rule 3(1) of the Companies (Accounts) Rules 2014 is applicable from April 1 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail of per the statutory requirements for record retention is not applicable for the financial year ended 31st March 2024.

APPOINTMENT OF DESIGNATED PERSON (MANAGEMENT AND ADMINISTRATION) RULES 2014 - RULE 9 OF THE COMPANIES ACT 2013

In accordance with Rule 9 of the Appointment of Designated Person (Management and Administration) Rules 2014, it is essential for the company to designate a responsible individual for ensuring compliance with statutory obligations.

DISCLOSURES PERTAINING TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company is committed to provide a safe and conducive work environment to its employees. The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has not received any complaint regarding sexual harassment during the financial year ended March 31, 2025.

The Company has not received any complaints of workplace complaints, including complaints on sexual harassment during the year under review.

The following is a summary of complaints received and resolved during the reporting period:

| S No. | Nature of Complaints | Received | Disposed off | Pending |
|-------|--------------------------|----------|--------------|---------|
| 1 | Sexual Harassment | 0 | 0 | 0 |
| 2 | Workplace Discrimination | 0 | 0 | 0 |
| 3 | Child Labour | 0 | 0 | 0 |
| 4 | Forced Labour | 0 | 0 | 0 |
| 5 | Wages and Salary | 0 | 0 | 0 |
| 6 | Other HR Issues | 0 | 0 | 0 |

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company in accordance with the provisions of Section 177(9) of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015 has established a Vigil Mechanism / Whistle Blower Policy for directors and employees of the Company to report their genuine concerns or grievances. The vigil mechanism provides for adequate safeguards against victimization of directors, employees or any other person who avails the mechanism and also provides for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases. The Company hereby affirms that no personnel have been denied access to the Chairman of the Audit Committee and that no complaints were received during the financial year.

DISCLOSURE REQUIREMENT

The Company has complied with all the mandatory SEBI Listing Regulations. Secretarial Audit Report is enclosed as **Annexure “II”**, Management Discussion and Analysis Report is enclosed as **Annexure “III”** and Auditor’s Report and Balance Sheet is enclosed as **Annexure “IV”** to this report.

DISCLOSURE ON CORPORATE GOVERNANCE

The provisions relating to Corporate Governance as stipulated under Regulation 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) became applicable to the Company with effect from March 2025. In terms of the SEBI Listing Regulations, the Company is entitled to a period of six months from the date of applicability to ensure compliance with the requirements of Corporate Governance.

The Company has already initiated the necessary steps and has put in place the practices and procedures broadly in line with the Corporate Governance framework. The requisite disclosures and reports as prescribed under the SEBI Listing Regulations shall be filed within the prescribed timeline.

A certificate from a Practicing Company Secretary confirming compliance with the conditions of Corporate Governance will form part of the Annual Report, in accordance with the provisions of the SEBI Listing Regulations.

EVALUATION BY THE BOARD

Pursuant to the provisions of the Section 134, 178 and Sch. IV of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board has made a formal annual evaluation of its own performance and that of its individual directors and committees.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The information required under Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a) The ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year: Not Applicable, as no remuneration was paid to any Director during the financial year under review.
- b) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year: Not Applicable as the Company has not paid any remuneration to Directors during the financial year under review. Further, there is no increase in the remuneration of CFO and Company Secretary and Compliance officer of the Company during the year.
- c) The percentage increase in the median remuneration of employees in the financial year: Not Applicable
- d) The number of permanent employees on the rolls of company: 5
- e) Average percentiles increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Nil
- f) the key parameters for any variable component of remuneration availed by the directors: Nil
- g) Affirmation that the remuneration is as per the remuneration policy of the company: It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

ACKNOWLEDGEMENTS

Your directors wish to place on record their appreciation for the dedication, commitment and contribution of all stakeholders and employees of your Company.

**For and on behalf of the Board
Kotia Enterprises Limited**

**Place: New Delhi
Date: 25.08.2025**

**Sd/-
Anil Gupta
Managing Director
DIN: 00468470
38**

**Sd/-
Vikas Bansal
Director
DIN: 07094135**

ANNEXURE 'I' TO THE DIRECTORS' REPORT**Form No. AOC - 2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 which are not at arm's length basis during the year ended March 31, 2025.

Note: The threshold limit for materiality has been decided by the board in accordance with the provisions of section 188 read with Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rule, 2014.

As per IND AS 24, the Disclosure of transactions with the related parties with whom transactions have taken place and their relationship.

| S. No | Particulars | Name of Related party | Transaction Amount (In Rs.) |
|-------|---|---|--|
| 1. | Enterprises owned or significantly influenced by the key Management | 1. Iesus Marketing Pvt Ltd. 2. SBK Trade and Infrastructure Pvt Ltd. 3. Grow Money Capital Pvt Ltd (Formerly Known as "EcLEAR Leasing & Finance Pvt Ltd") | NIL Rs. 1,31,609/- Rs. 2,18,76,264/- |

**For and on behalf of the Board
Kotia Enterprises Limited**

**Place: New Delhi
Date: 25.08.2025**

**Sd/-
Anil Gupta
Managing Director
DIN: 00468470**

**Sd/-
Vikas Bansal
Director
DIN: 07094135**

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2025

[Pursuant to section 204(1) of the Companies Act, 2013, and rule 9 of the

Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Kotia Enterprises Limited
905, New Delhi House, 27,
Barakhamba Road, Delhi - 110001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Kotia Enterprises Limited (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to me and the representations made by the Management, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records made available to me and maintained by the Company as per Annexure A for the Financial Year ended on 31st March, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the period)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; [The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the period);
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;(Not applicable to the Company during the period)
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the period) and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the period).

In respect of other laws specifically applicable to the Company, I have relied on information/records produced by the Company during the course of our audit and the reporting is limited to that extent.

In respect of Direct and Indirect Tax Laws like Income Tax Act, Goods & Service Tax Act, Excise & Custom Acts we have relied on the Reports given by the Statutory Auditor of the company.

- (vi) I further report that having regard to the compliance system prevailing in the company and on examination of relevant documents and records in pursuance thereof, on test check basis, the company has generally complied with other laws identified by the management as applicable specifically to the company broadly covering Laws relating to engineering Industries.

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards with regard to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with the BSE Ltd. read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, mentioned hereinabove and are adequate systems and processes in the Company that commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines mentioned above subject to the following observations.

1. The provisions relating to Corporate Governance under Regulations 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 became applicable to the Company with effect from March 2025. In terms of the said Regulations, the Company is entitled to a period of six months from the date of applicability to ensure compliance. The Company has initiated necessary steps and has broadly adopted the practices of Corporate Governance. The requisite filings/disclosures will be made within the prescribed timeline.
2. As per section 152 (6) at least two-thirds of the total directors (i.e., rotational directors) are liable for retirement, during the period under review I found the non-compliance of section 152(6) in FY 2022-2023 and FY 2023-24 same person i.e. Mr. Paaven Bansal (DIN – 08098647) is retiring by rotation.

I have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliances under the laws and regulations applicable to the Company as referred hereinabove and verification of documents and records on test check basis.

I further report that the compliance by the company of the direct and indirect tax laws has not been reviewed during this audit as the same had been subject to review by the statutory financial audit and other designated professionals.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Director.

Adequate notice is not given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Decisions at the Board Meetings were taken unanimously.

I further report that there are no adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For Amit H.V. & Associates
(Company Secretary)
Peer Review Code: 2445/2022**

**Date: 25th August, 2025
Place: New Delhi**

**Sd/-
Amit Kumar
(Proprietor)
ACS No. 48528, CP. No. 21725
UDIN: A048528G001075675**

This report is to be read with our letter of odd date which is annexed as Annexure B and forms an integral part of this report.

ANNEXURE - A

List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Minutes of the meetings of the Board of Directors, Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee held during the period under report.
3. Minutes of General Body Meetings held during the period under report.
4. Statutory Registers/Records under the Companies Act and rules made there under viz.
 - Register of Directors & KMP
 - Register of Directors' Shareholding
 - Register of loans, guarantees and security and acquisition made by the Company
 - Register of Members
 - Periodical BENPOS, Registers of Demat/Remat and records made available from RTA
5. Agenda papers relating to the Board Meetings and Committee Meetings.
6. Declarations received from the Directors of the Company pursuant to the provisions of Section 299 of the Companies Act, 1956 and 184 of the Companies Act, 2013.
7. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 1956 and Companies Act, 2013 and attachments thereof during the period under report.
8. Intimations/ documents/ reports/ returns filed with the Stock Exchanges pursuant to the provisions of Listing Agreement during the period under report.
9. Communications/ Letters issued to and acknowledgements received from the Independent directors for their appointment
10. Various policies framed by the company from time to time as required under the Companies Act as well as listing agreement/SEBI Regulations.

ANNEXURE - B

To,
The Members
Kotia Enterprises Limited
905, New Delhi House, 27,
Barakhamba Road, Delhi - 110001

Sir,

Sub: Secretarial Audit Report for the Financial Year ended on 31st March, 2025

My report of odd date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company

**For Amit H.V. & Associates
(Company Secretary)
Peer Review Code: 2445/2022**

**Date: 25th August, 2025
Place: New Delhi**

**Sd/-
Amit Kumar
(Prop.)
ACS No. 48528, CP. No. 21725**

CERTIFICATE ON CORPORATE GOVERNANCE

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Member of
Kotia Enterprises Limited
905, New Delhi House, 27,
Barakhamba Road, Delhi-110001

I have examined the compliance of conditions of Corporate Governance by Kotia Enterprises Limited (hereinafter referred to as “the Company”) for the financial year ended March 31, 2025, as prescribed under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paras C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI Listing Regulations”).

I state that compliance of the conditions of Corporate Governance is the responsibility of the management. My examination was limited to the review of procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Since the provisions relating to Corporate Governance became applicable to the Company in March 2025, the Company is entitled to a period of six months from the date of applicability to comply with the said requirements in terms of SEBI Listing Regulations. Based on my examination of the relevant records and explanations given to me, I report that the Company has initiated necessary steps to comply with the provisions of Corporate Governance and is broadly following the same in practice. The Company has further confirmed that it shall file the requisite disclosures within the prescribed time period.

I further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This certificate is issued solely for the purpose of compliance under SEBI Listing Regulations and may not be suitable for any other purpose.

Amit H.V. & Associates
(Company Secretaries)
Peer Review Code: 2445/2022

Sd/-
Amit Kumar
(Prop.)

Place: New Delhi
Date: 25.08.2025

M. No. 48528, COP: 21725
UDIN: A048528G001075708

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Member of
Kotia Enterprises Limited
905, New Delhi House, 27,
Barakhamba Road, Delhi-110001

I, have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Kotia Enterprises Limited having CIN L74110DL1980PLC010678 and having registered office at 905, New Delhi House, 27, Barakhamba Road, Delhi-110001 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

| Sr. No. | Name of Director | DIN | Date of Appointment in Company |
|---------|--------------------|----------|--------------------------------|
| 1. | Manoj Kumar Bansal | 00272806 | 02.01.2021 |
| 2. | Vikas Bansal | 07094135 | 14.11.2022 |
| 3. | Nikita Sinha | 11126745 | 20.06.2025 |
| 4. | Preeti | 09662113 | 01.05.2024 |

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Amit H.V. & Associates
(Company Secretaries)
Peer Review Code: 2445/2022

Sd/-
Amit Kumar
(Prop.)

Place: New Delhi
Date: 25.08.2025

M. No. 48528, COP: 21725
UDIN: A048528G001075686

ANNEXURE 'III' TO THE DIRECTORS' REPORT**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****a. Industry structure and Development**

The business of the company was to execute trading of construction material, turnkey projects, marketing of pumps, Motors, Switch gears and other allied engineering goods, servicing thereof and deal in their spare parts and to manufacture or get manufactured, process, design, assembled, repair or otherwise deals in all kind of submersible-Pumps and other types of Pumps of any variety or description. The Company entered into trading of Bleached Hardwood Kraft Pulp. The Company performed excellent in this sector. The positive response motivates the company management for making more R&D in the new segment. Your company is looking for expansion of business operations in this segment in the upcoming financial years.

b. Opportunities and Threats:

The Company is mainly exposed to market risk (including liquidity risk), interest risk and credit risk. However prudent business and risk management practices followed by the company over the years helps it's to manage normal industry risk factors, which inter alia includes economic/ business cycle, fluctuations in the stock prices in the market, besides the interest rate volatility, and credit risk.

The Company is confident of managing these risks by observing a conservative financial profile in investment are trading of securities business.

Indian Economy will see reasonable growth of in the near terms of inflation, oil prices, budget deficits, interest rates, commodity prices and infrastructural bottlenecks remains area of concern.

The sheer unpredictable nature of the markets makes investments a risky proposition. An investment company has to live with the fear of falling markets and movement of the Sensex. However, the company hopes to improve its performance on the strength of its long experience and its strong emphasis on the fundamentals.

Your management has got ample exposure of the capital markets, which provide us an opportunity to make safer and profitable investments with minimum risks.

c. Segment-wise or product-wise performance.

The Company is primarily engaged in the segments of Sale of Construction Material. The Turnover of the Company for the Financial Year 2024-2025 is Rs. 42,43,246/-

d. Outlook

The Company's outlook for the year 2025-26 is to add more products in the market. The Company will focus on Research & Development, higher productivity etc.

e. Enterprise Risk Management (ERM):

Company's ERM framework encompasses practices relating to identification, assessment, monitoring and mitigation of strategic, operational, financial and compliance related risks. The coverage includes both internal and external factors. The risks identified are prioritised based on their potential impact and likelihood of occurrence. Risk register and internal audit findings also provide input for risk identification and assessment. The prioritised risks along with the mitigation plan are discussed with the Board Committees on periodic basis.

The Company has, during the year internally conducted the Risk Assessment exercise for reviewing the existing processes of identifying, assessing and prioritizing risks. Mitigation plans have been defined for the prioritised risks and same are being reviewed for adherence periodically.

f. Internal Control Systems and their Adequacy:

The company has adequate systems of internal control in place, which is commensurate with its size and the nature of its operations. These are designed to provide reasonable assurance with respect to maintaining reliable financial and operational information, complying with applicable statutes, executing transactions with proper authorisation coupled with ensuring compliance of corporate policies through documented Standard Operating Procedure (SOP) and Limits of Financial Authority Manual (LOAM). These documents are reviewed and updated on an ongoing basis to improve the internal control systems and operational efficiency. The company uses a system to record data for accounting and managing information with adequate security procedure and controls.

The Company, through its own internal audit department supported by an external audit firm, carried out periodic audits based on the plan approved by the audit committee and brought out any deviations to internal control procedures. The observations arising out of audit are periodically reviewed and compliance ensured. The summary of the internal audit observations and status of implementation are submitted to the audit committee. The status of implementation of the recommendations is reviewed by the audit committee on a regular basis.

g. Financial Review:

The Financial performance of the Company for the financial year 2024-25 is described in the Director's Report of the Company.

h. Material development in human resources:

People remain the most valuable asset of your Company. Your Company is professionally managed with senior management personnel having rich experience and long tenure with the Company. Your Company follows a policy of building strong teams of talented professionals. Your Company encourages, appreciates and facilitates long term careers. Your Company continues to build on its capabilities in getting the right talent to support different products and geographies and is taking effective steps to retain the talent. The Company continues to focus on training programs for skill development, compliance and improved customer experience.

i. Cautionary Statement:

There are certain statements in this report which the Company believes are forward looking. The forward-looking statements stated in this report could significantly differ from the actual results due to certain risks and uncertainties, including but not limited to economic developments, Government actions, etc.

**AUDITED STANDALONE
FINANCIAL STATEMENT
FOR
THE FINANCIAL YEAR 2024-2025
OF
KOTLA ENTERPRISES LIMITED**

INDEPENDENT AUDITORS' REPORT

To the Members of Kotia Enterprises Limited Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **Kotia Enterprises Limited** ('the company') which comprises the balance sheet as at **March 31, 2025**, the statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity, Statement of Cash Flows for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, **the loss** and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. There were no key audit matters that need to be communicated in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Indian accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has an adequate internal financial control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) evaluating the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Change in Equity dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on March 31, 2025, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"**.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us: The company does not have any pending litigations which would impact its financial position.
 - i. The Company did not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses.
 - ii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iii. (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, that Company had recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(iii) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.

iv. The Company has not declared or paid any dividend during the year.

v. Proviso to Rule 3(1) of the Companies (Accounts) Rules 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 for the financial year ended March 31, 2025 is as follows:

- Based on our examination, which included test checks, the company has used accounting software systems for maintaining its books of account for the financial year ended March 31, 2025 which have the feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in software systems. Further, during the course of the audit, we did not come across any instance of the audit trail feature being tampered with, and the audit trail has been preserved by the company as per the statutory requirements for record retention.

For Ajay Rattan & Co.
Chartered Accountants
Firm Registration No.012063N

CA. Ajay Aggarwal
Partner
Membership No. 090975
UDIN: 25090975BOEOLG7410

Place: New Delhi
Dated: 30.05.2025

“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirements’ of our report of even date to the financial statements of the Company for the year ended March 31, 2025:

We report that:

1) Property, Plant, and Equipment and Intangible Assets

- (a) The company is maintaining proper records showing full particulars, including quantitative details and the situation of Property, Plant & Equipment;
- (b) The company does not have any intangible assets.
- (c) As explained to us, these Property, Plant & Equipment have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification;
- (d) According to the information and explanations given to us, the company has no immovable property as on the balance sheet date;
- (e) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year;
- (f) According to the information and explanations given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

2) Inventories

- (a) The Company does not have inventory as on March 31, 2025.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not been sanctioned working capital limits on the basis of security of current assets.

3) Investments, Guarantee/Security, Loan and Advance

The Company has made investments in Companies and granted secured or unsecured loans or advances in the nature of loans during the year, in respect of which:

- (a) The Company has provided loans during the year, and details of which are given below:

| Particulars | Amount (in ‘00) |
|--|----------------------------|
| A. Aggregate amount granted/provided during the year: | |
| Others – Inter Corporate Deposits (“ICD”) | 56,396.52 |
| B. Balance outstanding as at the balance sheet date in respect of the above case: | |
| Others – Inter Corporate Deposits (“ICD”) | 218,500.00 |

- (b) The investments made, guarantees provided, security given, and the terms and conditions of the grant of all the above-mentioned loans and advances in the nature of loans, during the year, are, in our opinion, prima facie, not prejudicial to the Company’s interest.

- (c) In respect of loans granted or advances in the nature of loans provided by the Company, the schedule of repayment of principal and payment of interest has been stipulated, and the repayments of principal amounts and receipts of interest are regular as per stipulation.
- (d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted and advances in the nature of loans provided by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- (e) No loan or advance in the nature of a loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
- (f) According to information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.

4) Compliance with the Provisions of Sections 185 and 186.

In our opinion and according to the information and explanation given to us, the company has complied with the provisions of sections 185 and 186 of the Companies Act, 2013.

5) Public Deposits

- (a) In our opinion and according to the information and explanation given to us, the company has not accepted any deposits in contravention of the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act 2013 and the rules framed there under, where applicable, have been complied with.
- (b) No order has been passed by the Company Law Board or National Company Law Tribunal or RBI, or any court, or any other tribunal.

6) Cost Records

According to the information and explanation given to us, the government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013, for the services of the company.

7) Statutory Dues

- (a) In our opinion, the company is regular in depositing undisputed statutory dues, including goods and services tax, provident fund, employees' state insurance, income tax, and any other statutory dues with the appropriate authorities. There are no arrears of outstanding undisputed statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us, the following dues of Indirect Tax have not been deposited by the Company on account of disputes:

| Name of the Statute | Nature of Dues | Amount (Rs. in '00) | Period to which the amount relates | Forum where a dispute is pending | Remarks |
|----------------------------------|---|--|------------------------------------|-------------------------------------|---|
| Goods and Services Tax Act, 2017 | Order u/s 73 against Excess ITC claimed/availed in GSTR 9/3B, | 36,319.98 | F.Y. 2018-19 | Assistant Commissioner of State Tax | A waiver application u/s 128A was filed in March 2025 and was approved by the authorities vide order dated 21 May 2025. |
| Goods and Services Tax Act, 2017 | Order u/s 73 against ITC claimed from Sundry Creditors and GST on Retention Money | 82,447.90(net of advance deposited of Rs. 4,196.89) | F.Y. 2019-20 | First Appellate authority | The case is currently in appeal |

8) Unrecorded Income

Based upon the audit procedures performed and the information and explanations given by the management, there are no transactions not recorded in the books of account, which have been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 (43 of 1961).

9) Repayment Of Dues

Based upon the audit procedures performed and according to information and explanations given to us, the company does not have any outstanding loans during the year; hence, reporting under clause 3(ix)(a) to (f) of the Order is not applicable to the Company and hence not commented upon.

10) Application Of Money Raised by Public Issue and Preferential Allotment

The company has not raised any money by public issue and preferential Allotment during the year. Therefore, the provisions of clause 3 (x)(a) to (b) of the Order are not applicable to the Company and hence not commented upon.

11) Fraud

Based upon the audit procedures performed and the information and explanations given by the management:

- No fraud on the company or by the company has been noticed or reported during the year;
- No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- No whistle-blower complaints have been received during the year by the company.

12) Nidhi Company

In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii)(a) to (c) of the Order are not applicable to the Company and hence not commented upon.

13) Transaction With Related Parties

In our opinion, all transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013. Details have been disclosed in the Financial Statements as required by the applicable accounting standards.

14) Internal Audit System

- (a) The company has an internal audit system commensurate with the size and nature of its business;
- (b) The reports of the Internal Auditors for the period under audit were considered by us.

15) Non-Cash Transaction with Director

Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

16) Registration With the RBI

- (a) During the year, the company's financial assets constitute more than 50 per cent of the total assets and income from financial assets constitutes more than 50 per cent of the gross income. Therefore, the company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 in F.Y. 2025- 26. As informed to us, the management is internally discussing the requirement for such registration and is in the process of evaluating the necessary steps to comply with the applicable regulatory requirements.
- (b) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (c) The Company is not a Core Investment Company (CIC) under RBI regulations and does not belong to any RBI-defined group.

17) Cash Losses

The company has incurred cash losses in the financial year and in the immediately preceding financial year.

18) Considerations Of Issues Raised by the Outgoing Auditor

There has been no resignation of the statutory auditors during the year.

19) Existence Of Material Uncertainty as To the Company's Ability to Meet Its Liabilities

On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;

20) Transfer Of Unspent CSR Amount

According to the information and explanations given to us, the provisions of Corporate Social Responsibility (CSR) specified in section 135 read with schedule VII of the Companies Act are not applicable to the company.

21) Qualifications Or Adverse Remarks in Caro Reports of Group Companies

This reporting requirement does not apply, as the financial statements do not include any other companies.

**For Ajay Rattan & Co.
Chartered Accountants
(Firm Registration No.012063N)**

**CA. Ajay Aggarwal
Partner
Membership No. 090975
UDIN: 25090975BOEOLG7410**

**Place: New Delhi
Dated: 30.05.2025**

“Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of Kotia Enterprises Limited, the year ended March 31, 2025.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **Kotia Enterprises Limited** (“the Company”) as of **March 31, 2025**, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on, “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained, and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and its operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the

transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on, "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

For Ajay Rattan & Co.
Chartered Accountants
Firm Registration No.012063N

CA. Ajay Aggarwal
Partner
Membership No. 090975
UDIN: 25090975BOEOLG7410

Place: New Delhi
Dated: 30.05.2025

KOTIA ENTERPRISES LIMITED
CIN: L74110DL1980PLC010678
BALANCE SHEET AS AT 31 March 2025

(₹ in '00)

| Particulars | Note No. | As at 31 Mar 25 | As at 31 Mar 24 |
|---|----------|---------------------|---------------------|
| I. ASSETS | | | |
| (1) Non- current assets | | | |
| (a) Property, plant and equipment | 5 | 1,338.80 | 2,080.22 |
| (b) Financial assets | | | |
| (i) Investments | 6 | 36,92,334.41 | 6,333.30 |
| (c) Deferred tax assets (net) | 7 | - | 612.74 |
| (d) Other non current assets | 8 | 4,556.25 | 4,556.25 |
| (2) Current assets | | | |
| (a) Inventories | 9 | - | - |
| (b) Financial assets | | | |
| (i) Trade receivables | 10 | 34,868.66 | 50,931.05 |
| (ii) Cash and cash equivalents | 11 | 28,145.64 | 58,566.41 |
| (iii) Bank Balances other than (ii) above | 12 | 507.90 | - |
| (iv) Loans | 13 | 2,18,500.00 | 5,21,210.29 |
| (v) Other financial assets | 14 | 4,85,229.96 | 4,85,218.46 |
| (c) Current tax assets (net) | 15 | 8,673.15 | 4,070.43 |
| (d) Other current assets | 16 | 44,886.70 | 35,455.84 |
| TOTAL ASSETS | | 45,19,041.47 | 11,69,034.99 |
| II. EQUITY AND LIABILITIES | | | |
| (1) Equity | | | |
| (a) Equity share capital | 17 | 7,02,050.00 | 7,02,050.00 |
| (b) Other equity | 18 | 31,65,567.88 | 2,52,418.61 |
| (2) Liabilities | | | |
| Non-Current Liabilities | | | |
| (a) Deferred tax liabilities (Net) | 19 | 4,86,157.34 | - |
| Current liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Trade payables | | | |
| - total outstanding dues of creditors other than micro enterprises and small enterprises | 20 | 850.87 | 50,083.75 |
| (ii) Other financial liabilities | 21 | 1,62,229.84 | 1,62,229.84 |
| (b) Other current liabilities | 22 | 2,185.54 | 2,252.79 |
| TOTAL EQUITY AND LIABILITIES | | 45,19,041.48 | 11,69,034.99 |
| Summary of material accounting policies and accompanying notes form an integral part of these financial statements. | | | 1-40 |

This is the balance sheet referred to in our report of even date.

For Ajay Rattan & Co.
Chartered Accountants
(Firm Registration No.012063N)

For and on behalf of the Board of Directors of
Kotia Enterprises Limited

CA Ajay Aggarwal
Partner
Membership No. 090975
UDIN:25090975BOEOLG7410

Manoj Kumar Bansal
Managing Director & CFO
DIN: 00272806

Vikas Bansal
Director
DIN: 07094135

Place : New Delhi
Dated :30.05.2025

Ankit Bhatnagar
Company Secretary
M.NO: 42170

KOTIA ENTERPRISES LIMITED
CIN: L74110DL1980PLC010678
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31 MARCH 2025

| | | (₹ in '00) | |
|---|----------|---------------------------------|---------------------------------|
| Particulars | Note No. | For the year ended 31 Mar 25 | For the year ended 31 Mar 24 |
| REVENUE | | | |
| Revenue from operations | 23 | 42,432.46 | 42,706.90 |
| Other income | 24 | 46,287.89 | 43,054.27 |
| Total Revenue (I) | | 88,720.35 | 85,761.17 |
| EXPENSES | | | |
| Cost of materials consumed | | - | - |
| Purchases of stock-in-trade | 25 | 42,019.22 | (4,42,765.82) |
| Changes in inventories of stock in trade | 26 | - | 4,85,218.46 |
| Employee benefit expenses | 27 | 8,290.50 | 8,688.00 |
| Depreciation and amortization expenses | 28 | 699.46 | 971.06 |
| Other expenses | 29 | 42,792.93 | 34,785.19 |
| Total Expenses (II) | | 93,802.11 | 86,896.90 |
| Profit/ (loss) before exceptional items and tax (I-II) | | (5,081.76) | (1,135.73) |
| Exceptional items | | - | - |
| Profit/ (loss) before tax | | (5,081.76) | (1,135.73) |
| Tax expense : | | | |
| (1) Current tax | 30 | - | - |
| (2) Deferred tax | | 145.08 | 304.67 |
| (3) Income Tax Earlier Period | | - | 27.61 |
| Profit/ (loss) for the period (III) | | (4,936.68) | (1,468.01) |
| OTHER COMPREHENSIVE INCOME | | | |
| (i) Items that will not be reclassified to profit or loss | | | |
| Re-measurement of Equity Instruments through FVTOCI - Gain/(loss) | | 34,05,001.11 | - |
| (ii) Income tax relating to items that will not be reclassified to profit or loss | | (4,86,915.16) | - |
| Total Other Comprehensive Income for the period (IV) | | 29,18,085.95 | - |
| Total Comprehensive Income for the period (III+IV) | | 29,13,149.27 | (1,468.01) |
| Earning per equity share (EPS) | 31 | | |
| Basic (in ₹) | | (0.07) | (0.02) |
| Diluted (in ₹) | | (0.07) | (0.02) |
| Summary of material accounting policies and accompanying notes form an integral part of these financial statements. | | | 1-40 |

This is the balance sheet referred to in our report of even date.

For Ajay Rattan & Co.
Chartered Accountants
(Firm Registration No.012063N)

For and on behalf of the Board of Directors of
Kotia Enterprises Limited

CA Ajay Aggarwal
Partner
Membership No. 090975
UDIN:25090975BOEOLG7410

Manoj Kumar Bansal
Managing Director & CFO
DIN: 00272806

Vikas Bansal
Director
DIN: 07094135

Place : New Delhi
Dated :30.05.2025

Ankit Bhatnagar
Company Secretary
M.NO: 42170

KOTIA ENTERPRISES LIMITED
CIN: L74110DL1980PLC010678
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON 31 MARCH 2025

A. Equity Share Capital

| (₹ in '00) | | |
|------------------------------|---|--------------------------------|
| Balance as at 1st April 2024 | Changes in equity share capital during the year | Balance at the 31st March 2025 |
| 7,02,050.00 | - | 7,02,050.00 |
| Balance as at 1st April 2023 | Changes in equity share capital during the year | Balance at the 31st March 2024 |
| 7,02,050.00 | - | 7,02,050.00 |

B. Other Equity

| Particulars | Reserves & Surplus | | | Equity Instruments through other comprehensive Income | Total |
|---|--------------------|------------------|-------------------|---|-----------------------|
| | Securities Premium | General Reserves | Retained Earnings | | |
| Balance as at 1st April 2024 | 1,69,568.35 | 40,622.12 | 42,228.14 | | 2,77,16,620.13 |
| Prior Period Expense | | | | | |
| Profit/(loss) for the year | | | | | |
| Other Comprehensive Income | | | | | |
| Re-measurement of Equity Instruments through FVTOCI | - | - | - | - | - |
| Total comprehensive income | - | - | - | - | - |
| Total other comprehensive income | - | - | - | - | - |
| Balance as at 31st March 2025 | 1,69,568.35 | 40,622.12 | 42,228.14 | - | 2,77,16,620.13 |
| Balance as at 1st April 2023 | 1,69,568.35 | 40,622.12 | 44,196.15 | - | 2,54,386.62 |
| Prior Period Expense | | | 500.00 | | 500.00 |
| Profit/(loss) for the year | - | - | (1,468.01) | - | (1,468.01) |
| Other Comprehensive Income | | | | | |
| Re-measurement of Equity Instruments through FVTOCI | - | - | - | - | - |
| Other comprehensive income | - | - | - | - | - |
| Total comprehensive income | - | - | (1,468.01) | - | (1,468.01) |
| Balance as at 31st March 2024 | 1,69,568.35 | 40,622.12 | 42,228.14 | - | 2,52,418.61 |

Summary of material accounting policies and accompanying notes form an integral part of these financial statements.

1-40

This is the statement of change in equity referred to in our report of even date.

For Ajay Rattan & Co.
Chartered Accountants
(Firm Registration No.012063N)

For and on behalf of the Board of Directors of
KOTIA ENTERPRISES LIMITED

CA Ajay Aggarwal
Partner
Membership No. 090975
UDIN:25090975BOEOLG7410

Manoj Kumar Bansal
Managing Director & CFO
DIN: 00272806

Vikas Bansal
Director
DIN: 07094135

Place : New Delhi
Dated :30.05.2025

Ankit Bhatnagar
Company Secretary
M.NO: 42170

KOTIA ENTERPRISES LIMITED
CIN: L74110DL1980PLC010678
CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31 MARCH 2025

| | (₹ in '00) | |
|---|---------------------------------|---------------------------------|
| Particulars | For the year ended 31 Mar 25 | For the year ended 31 Mar 24 |
| <u>(A) CASH FLOW FROM OPERATING ACTIVITIES</u> | | |
| Net profit/ (loss) before tax and after | | |
| Extra- ordinary items | (5,081.75) | (1,135.73) |
| <u>Adjustments for items: -</u> | | |
| Bad debts w/off | - | - |
| (Gain)/ Loss on sale of property, plant & equipment | - | (1,449.30) |
| Prior period Item | - | (500.00) |
| Assets Written Off | 41.96 | - |
| Interest received | (46,027.14) | (41,014.96) |
| Interest on borrowings | - | - |
| Depreciation on property, plant & equipment | 699.46 | 971.06 |
| Operating Profit before working capital changes | (50,367.47) | (43,128.93) |
| <u>Working capital adjustments: -</u> | | |
| (Increase)/ decrease in inventories | - | 4,85,218.46 |
| (Increase)/ decrease in trade receivables | 16,062.39 | (50,931.05) |
| (Increase)/ decrease in other financial assets | (11.50) | (4,85,208.60) |
| (Increase)/ decrease in other current assets | (9,430.86) | (3,772.19) |
| (Increase)/ decrease in loans | 3,02,710.29 | 88,789.71 |
| Increase/ (decrease) in short term borrowing | - | - |
| Increase/ (decrease) in trade payables | (49,232.88) | 45,745.87 |
| Increase/ (decrease) in other financial liabilities | 0.00 | (55,267.50) |
| Increase/ (decrease) in other current liabilities | (67.25) | 265.13 |
| Cash generated from operations | 2,09,662.72 | (18,289.10) |
| Direct Taxes Paid | (4,602.72) | 1,042.64 |
| Net cash flow from operating activities | 2,05,060.00 | (17,246.46) |
| <u>(B) CASH FLOW FROM INVESTING ACTIVITIES</u> | | |
| Sale/ (Purchase) of property, plant & equipment | - | 1,957.80 |
| Sale/ (Purchase) of current investments | - | - |
| Interest received | 46,027.14 | 41,014.96 |
| Increase in Investment | (2,81,000.00) | - |
| Increase in Bank Balance other than Cash & Cash Equivalents | (507.90) | - |
| Net cash flow from investing activities | (2,35,480.76) | 42,972.76 |
| <u>(C) CASH FLOW FROM FINANCING ACTIVITIES</u> | | |
| Interest on borrowings | - | - |
| Net proceeds from borrowings | - | - |
| Net cash flow from financing activities | - | - |
| Net cash flow during the year (A + B + C) | (30,420.76) | 25,726.30 |
| Add: Opening cash and cash equivalents | 58,566.40 | 32,840.10 |
| Closing cash and cash equivalents | 28,145.64 | 58,566.40 |

| Particulars | As at 31-03-2025 | As at 31-03-2024 |
|---|---------------------|---------------------|
| Cash and cash equivalents Includes | | |
| Cash in hand | 2,199.68 | 3,060.95 |
| Balance in current accounts | 25,945.96 | 55,505.45 |
| Total | 28,145.64 | 58,566.40 |

Summary of material accounting policies and accompanying notes 1-40 form an integral part of these financial statements.

This is the balance sheet referred to in our report of even date.

For Ajay Rattan & Co.
Chartered Accountants
(Firm Registration No.012063N)

For and on behalf of the Board of Directors of
Kotia Enterprises Limited

CA Ajay Aggarwal
Partner
Membership No. 090975
UDIN:25090975BOEOLG7410

Manoj Kumar Bansal
Managing director & CFO
DIN: 00272806

Vikas Bansal
Director
DIN: 07094135

Place : New Delhi
Dated :30.05.2025

Ankit Bhatnagar
Company Secretary
M.NO: 42170

Overview & Material Accounting Policies**Note 1: Corporate Information**

Kotia Enterprises Limited ("the Company") is a company domiciled in India and limited by shares (CIN: L74110DL1980PLC010678). The Company is engaged in the business of trading in goods. The Company is listed on Bombay Stock exchange (BSE) [Script code: KEL] & Metropolitan Stock Exchange of India (MSEI) [Script code: KEL].

Note 2: Basis for preparation of Standalone Financial Statements:**(a) Compliance with Ind AS**

These Standalone Financial Statements are prepared on going concern basis following accrual basis of accounting and comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto & the Companies Act, 2013.

(b) Basis of measurement/ Use of estimate

(i) The Standalone Financial Statements are prepared on going concern and accrual basis under the historical cost convention

(ii) The preparation of Standalone Financial Statements requires judgments, estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the Standalone Financial Statements and the reported amount of revenues and expenses during the reporting period.

(c) Recent Accounting Pronouncements:

The Company has adopted certain new accounting standards and amendments effective from April 1, 2024. Ind AS 117, Insurance Contracts, which replaces Ind AS 104, provides comprehensive guidance on the recognition, measurement, presentation, and disclosure of insurance contracts; however, it had no impact on the Company's financial statements as the Company has not entered into any insurance contracts.

Further, an amendment to Ind AS 116, Leases, relating to lease liabilities arising from sale and leaseback transactions, was also notified. Since the Company has not undertaken any such transactions, the amendment did not affect its financial statements. As of the reporting date, there are no new standards that have been notified but are not yet effective.

(d) Functional and presentation currency

These Standalone Financial Statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest hundreds (up to two decimals), except as stated otherwise.

Note 3: Material Accounting Policies:

A summary of the material accounting policies applied in the preparation of the Standalone Financial Statements are as given below. These accounting policies have been applied consistently to all periods presented in the Standalone Financial Statements.

(a) Property, Plant and Equipment**1.1. Initial recognition and measurement**

Property, plant and equipment ("PPE") are measured at cost less accumulated depreciation/amortization and accumulated impairment losses. Cost includes expenditure that is directly attributable to bringing the asset, inclusive of non-refundable taxes & duties, to the location and condition necessary for it to be capable of operating in the manner intended by management.

When parts of an item of property, plant and equipment have different useful lives, they are recognized separately.

Spare parts are capitalized when they meet the definition of PPE, i.e. when the Company intends to use these for a period exceeding 12 months.

On transition to IND AS, the Company has elected to continue with the carrying value of all of its PPE recognized, measured as per the previous GAAP and use that carrying value as the deemed cost of the PPE.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025**1.2. Depreciation**

Depreciation on Property, Plant and Equipment, including assets taken on lease, other than freehold land is charged based on Written down method on an estimated useful life as prescribed in Schedule II to the Companies Act, 2013.

Depreciation on additions to/deductions from property, plant and equipment during the year is charged on pro-rata basis from/up to the date on which the asset is available for use/disposed.

In circumstance, where a PPE is abandoned, the cumulative capitalized costs relating to the property are written off in the same period.

The useful life of asset taken into consideration as per Schedule II for the purpose of calculating depreciation is as follows: -

| Particulars of Property, Plant & Equipment | Useful life (in years) |
|---|-------------------------------|
| Furniture | 10 |
| Motor Vehicle | 8 |
| Office Equipment | 5 |
| Computer | 3 |

An item of Property, Plant and Equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of Property, Plant and Equipment are determined as a difference between the sale proceeds and the carrying amount of the asset and is recognized in the profit and loss. Depreciation is charged till the date of disposal of Asset. At the end of each reporting period, the Company reviews the carrying amounts of tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss.

(b) Revenue recognition:

With Effective 1st April, 2018, the Company has applied Ind AS 115 – Revenue from Contracts with Customers Pursuant to adoption of Ind AS 115, Revenue from contracts with customers are recognized when the control over the goods or services promised in the contract are transferred to the customer. The amount of revenue recognized depicts the transfer of promised goods and services to customers for an amount that reflects the consideration to which the Company is entitled to in exchange for the goods or services.

Sale of goods: -

Revenue from sale of goods is recognized when the control over such goods has been transferred, being when the goods are delivered to the customers Delivery occurs when the products have been shipped or delivered to the specific location as the case may be, risks of loss have been transferred to the customers, and either the customer has accepted the goods in accordance with the sales contract or the acceptance provisions have lapsed or the Company has objective evidence that all criteria for acceptance have been satisfied. Revenue from these sales are recognized based on the price specified in the contract.

Interest Income

For all financial instruments classified and measured at amortized cost, interest income is recorded using the effective interest rate (EIR). The EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in the Statement of Profit or loss.

(c) Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Asset**Initial recognition and measurement**

At initial recognition, the Company measures a financial assets at its fair value and in the case of financial assets not recorded at fair value through profit or loss at transaction costs that are attributable to the acquisition of the financial asset. Transaction cost of financial assets carried at fair value through profit or loss is expensed in the Statement of Profit or Loss. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Investments in equity instruments of subsidiary

Investments in Subsidiaries, Associates and Joint Venture are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, associates and joint venture, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

Subsequent measurement**Debt Instruments:**

Subsequent measurement of debts instruments depends on the Company's business model for managing the assets and the cash flows of the assets. The Company classifies its financial assets in the following categories:

i) Financial assets at amortised cost- Assets that are held for collection of contractual cashflows on specified dates where those cashflows represent solely payments of principal and interest are measured at amortised cost.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade receivables and Loans.

ii) Financial assets at fair value through other comprehensive income (FVTOCI) – Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets cash flows represent solely payments of principal and interest, are on specified dates are subsequently measured at fair value through other comprehensive income. Fair value movements are recognised in the other comprehensive income (OCI). Interest income from these financial assets is included in finance income using the effective interest rate method and impairment losses, if any are recognised in the Statement of Profit and Loss.

When the financial asset is derecognition, the cumulative gain or loss previously recognised in OCI is reclassified from the equity to the Statement of Profit and Loss.

iii) Financial assets at fair value through profit or loss (FVTPL) - Financial assets which are not classified in any of the categories above are FVTPL.

Investments in other equity instruments – Investments in equity instruments which are held for trading are classified at Fair Value Through Profit or Loss (FVTPL). For all other equity instruments, the Company makes an irrevocable choice upon initial recognition, on an instrument by instrument basis, to classify the same either as at Fair Value through Other Comprehensive Income (FVOCI) or Fair Value Through Profit or Loss (FVTPL). Amounts presented in other comprehensive income are not subsequently transferred to profit or loss. However, the Company transfers the cumulative gain or loss within equity. Dividends on such investments are recognized in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Financial liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and in case of loans and borrowings net of directly attributable costs.

Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using effective interest method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss. For trade and other payable maturing within one year from the balance sheet date, the carrying value approximates fair value due to short maturity of these instruments.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Offsetting Instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

Forward contracts

The Company has entered into certain forward (derivative) contracts to hedge risks which are not designated as hedges. These derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. Any profit or loss arising on cancellation or renewal of such derivative contract is recognised as income or as expense in statement of profit and loss.

(d) Impairment of Financial Assets:

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets. The Company assesses on forward looking basis the expected credit losses associated with its assets and impairment methodology applied depends on whether there has been a significant increase in credit risk.

Trade receivables

In respect of trade receivables, the Company applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses.

Other financial assets

In respect of its other financial assets, the Company assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

(e) Cash & Cash equivalent:

Cash and cash equivalents in the balance sheet comprise of cash at bank and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. Bank overdraft (negative balance in Account) is shown under short term borrowings under Financial Liabilities & Positive balance in that account is shown in Cash & Cash Equivalents. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

(f) Inventories:

Inventories are valued at the lower of cost or net realizable value.

Cost of raw material and stores spares, packing material etc. includes cost of purchase and other cost incurred in bringing the inventories to their present location and condition. Costs of purchased inventory are determined after deducting rebates and discounts. Cost is determined on weighted average cost basis.

Cost of finished goods and work- in -progress includes cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Spare parts other than those capitalized as Property, Plant and Equipment are carried as inventory.

(g) Taxation:

(g.1) Current Income tax: Provision for current tax is made as per the provisions of the Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Management periodically evaluates positions taken in the tax returns with respect to applicable tax regulations which are subject to interpretation and establishes provisions where appropriate.

(g.2) Deferred Tax: Deferred tax is provided using the Balance Sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets and liabilities are measured based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity).

(h) Earnings per share:

Basic earnings/ (loss) per share are calculated by dividing the net profit/ (loss) for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the period and also after the Balance Sheet date but before the date the financial statements are approved by the Board of Directors. For the purpose of calculating diluted earnings/ (loss) per share, the net profit/ (loss) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares as appropriate. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

(i) Employee Benefits:

Short Term Benefits: Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognized for the amount expected to be paid under performance related pay if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(j) Provision, Contingent Liabilities and Contingent Assets:

Provision: A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation.

Contingent Liability: Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Contingent liabilities are disclosed on the basis of judgment of the management/independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

(k) Current and Non Current classification: All assets and Liabilities have been classified as current or non-current. Based on the nature of product and activities of the Company and their realization in cash and cash equivalent, the Company has determined its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

Deferred tax assets/liabilities are classified as non-current.

Note 4: Major Estimates and Judgments made in preparing Standalone Financial Statements

The preparation of the Company's Standalone Financial Statements requires management to make judgements and estimates that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. These include recognition and measurement of financial instruments, estimates of useful lives and residual value of Property, Plant and Equipment and Intangible Assets, valuation of inventories, measurement of recoverable amounts of cash-generating units, measurement of employee benefits, actuarial assumptions, provisions etc.

Uncertainty about these judgments and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The Company continually evaluates these estimates and assumptions based on the most recently available information. Revisions to accounting estimates are recognized prospectively in the Statement of Profit and Loss in the period in which the estimates are revised and in any future periods affected.

A. JUDGEMENTS

In the process of applying the company's accounting policies, management has made the following judgements, which have the significant effect on the amounts recognised in the Standalone Financial Statements:

Materiality

Ind AS requires assessment of materiality by the Company for accounting and disclosure of various transactions in the Standalone Financial Statements. Accordingly, the Company assesses materiality limits for various items for accounting and disclosures and follows on a consistent basis. Overall materiality is also assessed based on various financial parameters such as Gross Block of assets, Net Block of Assets, Total Assets, Revenue and Profit Before Tax. The materiality limits are reviewed and approved by the Board.

Provisions and contingencies

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Ind AS 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events has required best judgment by management regarding the probability of exposure to potential loss. Should circumstances change following unforeseeable developments, this likelihood could alter. In the similar line, management also on the basis of best judgment and estimate determines the net realizable value of the Inventories to make necessary provision.

B. MAJOR ESTIMATES

The key assumptions concerning the future and other key sources of estimation at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the company. Such changes are reflected in the assumptions when they occur.

Useful life of property, plant and equipment and intangible assets

The estimated useful life of property, plant and equipment is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

Useful life of the assets other than Plant and machinery are in accordance with Schedule II of the Companies Act, 2013.

The Company reviews at the end of each reporting date the useful life of property, plant and equipment, and are adjusted prospectively, if appropriate.

KOTIA ENTERPRISES LIMITED
CIN: L74110DL1980PLC010678
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

| | (₹ in '00) | |
|--------------------------------------|--------------------|--------------------|
| PARTICULARS | As at 31 Mar 25 | As at 31 Mar 24 |
| I. ASSETS | | |
| Non- current assets | | |
| | NOTE 5 | |
| Property, plant and equipment | | |
| <u>Carrying amount:-</u> | | |
| Furniture | 1,158.69 | 1,563.40 |
| Office Equipment | 65.31 | 127.64 |
| Computer | 114.80 | 389.18 |
| TOTAL | 1,338.80 | 2,080.22 |

| Particulars | Furniture | Motor Vehicle | Office Equipment | Computer | Total |
|--------------------------------------|-----------------|---------------|------------------|-----------------|------------------|
| Cost or Deemed Cost | | | | | |
| Balance as at 1st April 2023 | 6,180.26 | 5,100.00 | 2,504.59 | 4,121.74 | 17,906.59 |
| Additions during the year | - | - | - | 292.37 | 292.37 |
| Deletion during the year | - | (5,100.00) | - | - | (5,100.00) |
| Balance as at 31st March 2024 | 6,180.26 | - | 2,504.59 | 4,414.11 | 13,098.96 |
| Additions during the year | - | - | - | - | - |
| Deletion during the year | - | - | 177.30 | 1,555.82 | 1,733.12 |
| Balance as at 31st March 2025 | 6,180.26 | - | 2,327.29 | 2,858.29 | 11,365.84 |
| Accumulated Depreciation | | | | | |
| Balance as at 1st April 2023 | 4,070.79 | 4,231.30 | 2,277.62 | 3,766.91 | 14,346.63 |
| Additions during the year | 546.07 | 67.65 | 99.33 | 258.02 | 971.06 |
| Deletion during the year | - | 4,298.95 | - | - | 4,298.95 |
| Balance as at 31st March 2024 | 4,616.86 | - | 2,376.95 | 4,024.93 | 11,018.74 |
| Additions during the year | 404.71 | - | 57.94 | 236.79 | 699.44 |
| Deletion during the year | - | - | 172.90 | 1,518.23 | 1,691.14 |
| Balance as at 31st March 2025 | 5,021.57 | - | 2,261.98 | 2,743.49 | 10,027.04 |
| Carrying amount | | | | | |
| Balance as at 31st March 2024 | 1,563.40 | - | 127.64 | 389.18 | 2,080.22 |
| Balance as at 31st March 2025 | 1,158.69 | - | 65.31 | 114.80 | 1,338.80 |

Notes

5.1 All the above property, plant & equipment are owned by the company.

5.2 The company has not made any change (10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment) in the value of Property, Plant & Equipment due to revaluation.

Investments

| | | |
|--|---------------------|-----------------|
| | NOTE 6 | |
| Investment in equity instruments (fully paid up) | | |
| (Unquoted, measured at FVOCI) | | |
| 7,80,000 (31st March 2024: 7,80,000) equity shares of Iesous Marketing Pvt Ltd (₹ 10 each) (Refer Note 6.1 below) | 6,41,472.00 | 6,000.00 |
| 99,990 (31st March 2024: 99,990) equity shares of SBK Trade & Infrastructure Pvt Ltd (₹ 10 each) (Refer Note 6.1 below) | 75,862.41 | 333.30 |
| (Quoted, measured at FVOCI) | | |
| 500,000 (31st March 2024: Nil) Convertible Warrant of Unifin Capital India Ltd (Rs. 10 each Fully paid up) | 29,75,000.00 | - |
| (Refer Note 6.2 below) | | |
| TOTAL | 36,92,334.41 | 6,333.30 |
| Aggregate amount of unquoted investments | 6,333.30 | 6,333.30 |
| Aggregate amount of quoted investment | 2,81,000.00 | - |
| Aggregate Market value of quoted investment | 29,75,000.00 | |

Note 6.1:

The fair market value of unquoted equity investment has been determined by the management on the basis of book value of audited financial statement of respective company for the year ended on March 31, 2024. The fair market value of the above-mentioned unquoted equity shares were not valued by a registered valuer.

KOTIA ENTERPRISES LIMITED
CIN: L74110DL1980PLC010678
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

| PARTICULARS | As at 31 Mar 25 | As at 31 Mar 24 |
|-------------|--------------------|--------------------|
| | | (₹ in '00) |

Note 6.2:

During the year, the Company invested in convertible warrants of Unifinz Capital India Ltd., which entitled the Company to subscribe to equity shares at a future date. The Company has exercised the option and converted these warrants into equity shares in accordance with the terms of the issuance. The value of the investment has been measured at the closing market price of the equity shares of Unifinz Capital India Ltd. as on the balance sheet date.

NOTE 7

Deferred Tax Asset (net)

Difference between accounting and tax depreciation

| | | |
|--------------|---|---------------|
| | - | 612.74 |
| TOTAL | - | 612.74 |

Refer Note No. 32

NOTE 8

Other non current assets

Security deposits

| | | |
|--------------|-----------------|-----------------|
| | 4,556.25 | 4,556.25 |
| TOTAL | 4,556.25 | 4,556.25 |

NOTE 9

Current Assets

Trade receivables

(Unsecured, At amortised Cost)

Considered good

Having significant increase in credit risk

Credit impaired

| | | |
|--------------|------------------|------------------|
| | 34,868.66 | 50,931.05 |
| | - | - |
| | - | - |
| TOTAL | 34,868.66 | 50,931.05 |

Less: Impairment Loss allowance

| | | |
|--------------|------------------|------------------|
| | - | - |
| TOTAL | 34,868.66 | 50,931.05 |

Trade Receivable Ageing Schedule as on March 31 2025

| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|---|--|-------------------|-----------|-----------|-------------------|------------------|
| | Less than 6 months | 6 months - 1 Year | 1-2 Years | 2-3 Years | More than 3 Years | |
| Undisputed Trade receivables – considered good | 34,868.66 | - | - | - | - | 34,868.66 |
| Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| Undisputed Trade Receivables – credit impaired | - | - | - | - | - | - |
| Disputed Trade Receivables – considered good | - | - | - | - | - | - |
| Disputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| Disputed Trade Receivables – credit | - | - | - | - | - | - |
| Total | 34,868.66 | - | - | - | - | 34,868.66 |

Trade Receivable Ageing Schedule as on March 31 2024

| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|---|--|-------------------|-----------|-----------|-------------------|------------------|
| | Less than 6 months | 6 months - 1 Year | 1-2 Years | 2-3 Years | More than 3 Years | |
| Undisputed Trade receivables – considered good | 50,931.05 | - | - | - | - | 50,931.05 |
| Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| Undisputed Trade Receivables – credit impaired | - | - | - | - | - | - |
| Disputed Trade Receivables – considered good | - | - | - | - | - | - |
| Disputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| Disputed Trade Receivables – credit | - | - | - | - | - | - |
| Total | 50,931.05 | - | - | - | - | 50,931.05 |

KOTIA ENTERPRISES LIMITED
CIN: L74110DL1980PLC010678
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

| | (₹ in '00) | |
|---|--------------------|--------------------|
| PARTICULARS | As at 31 Mar 25 | As at 31 Mar 24 |
| | NOTE 10 | |
| Cash and cash equivalents | | |
| Cash on hand | 2,199.68 | 3,060.95 |
| <u>Balances with bank:</u> | | |
| In current accounts | 25,945.96 | 55,505.46 |
| TOTAL | 28,145.64 | 58,566.41 |
| | NOTE 11 | |
| Bank Balances other than above | | |
| Fixed Deposit in bank | 507.90 | - |
| TOTAL | 507.90 | - |
| | NOTE 12 | |
| Loans | | |
| <u>Considered good - unsecured</u> | | |
| Loans to: - | | |
| - Body Corporates (Refer Note No. 12.1) | 2,18,500.00 | 5,21,210.29 |
| TOTAL | 2,18,500.00 | 5,21,210.29 |
| Note No. 12.1 Terms & Conditions of Intercompany Deposits | | |
| The Loans given are repayable within a period of 1 years and carry an Interest Rate of 10%. | | |
| * For related parties disclosure, refer note no. 33 | | |
| | NOTE 13 | |
| Other financial assets | | |
| <u>Considered good - unsecured</u> | | |
| Other Assets | 4,85,229.96 | 4,85,218.46 |
| TOTAL | 4,85,229.96 | 4,85,218.46 |
| | NOTE 14 | |
| Current Tax Assets | | |
| Advance Tax Paid (Net of TDS) | 8,673.15 | 4,070.43 |
| Total | 8,673.15 | 4,070.43 |
| | NOTE 15 | |
| Other current assets | | |
| GST Input Receivable | 40,689.80 | 35,455.84 |
| Amount paid under appeal (GST) | 4,196.90 | - |
| TOTAL | 44,886.70 | 35,455.84 |

KOTIA ENTERPRISES LIMITED
CIN: L74110DL1980PLC010678
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

| | | (₹ in '00) | |
|---|-----------------------|-----------------------|-------------------|
| PARTICULARS | As at 31 Mar 25 | As at 31 Mar 24 | |
| II. EQUITY AND LIABILITIES | | | |
| NOTE 16 | | | |
| Equity share capital | | | |
| | As at 31st March 2025 | As at 31st March 2024 | |
| | Nos. | Nos. | (₹ in '00') |
| Authorized shares | | | |
| Equity shares of ₹ 10 each with voting rights | 80,00,000 | 80,00,000 | 80,000.00 |
| Issued, subscribed and fully paid- up shares | 70,20,500 | 70,20,500 | 70,205.00 |
| Reconciliation of number of equity shares and amount outstanding | | | |
| | As at 31st March 2025 | As at 31st March 2024 | |
| | Nos. | Nos. | (₹ in '00') |
| Equity Shares | | | |
| - At the beginning of the period | 70,20,500 | 70,20,500 | 7,02,050.00 |
| - Issued during the year | - | - | - |
| Total outstanding at the end of the period | 70,20,500 | 70,20,500 | 7,02,050.00 |
| Terms and rights attached to equity shares | | | |
| The Company has issued only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to vote per share. The Company declares and pays dividend if any, in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting. | | | |
| In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all the preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholder. | | | |
| Details of shareholders holding more than 5% shares in the company: - | | | |
| | As at 31st March 2025 | As at 31st March 2024 | |
| | Nos. | Nos. | % holding |
| Panchsheel Portfolio Consultant Private Limited | 7,10,600 | 7,10,600 | 10.12% |
| Lydia Buildcon Private Limited | 6,54,400 | 6,54,400 | 9.32% |
| Pavaki Propbuild Private Limited | 6,13,552 | 6,13,552 | 8.74% |
| Sarvashree Hotel Management Private Limited | 5,95,900 | 5,95,900 | 8.49% |
| Fronex Alloy Private Limited | 3,99,000 | 3,99,000 | 5.68% |
| Himarsh Infra Reality Private Limited | 4,94,300 | 4,94,300 | 7.04% |
| As per records, registers and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares. | | | |
| Details of shares held by the promoter as at the end of the year: | | | |
| | | | 31 Mar 25 |
| Sr No. | Name of the promoter | No. of Shares | % of Total Shares |
| 1 | Ankit Agarwal | 3,36,200 | 4.79 |
| | | | 31 Mar 24 |
| Sr No. | Name of the promoter | No. of Shares | % of Total Shares |
| 1 | Ankit Agarwal | 3,36,200 | 4.79 |
| NOTE 17 | | | |
| Other equity | | | |
| Securities premium | | | |
| Balance at the beginning of the year | | 1,69,568.35 | 1,69,568.35 |
| Add/(less): Transfer/(utilize) during the year | | - | - |
| Balance at the end of the year | | 1,69,568.35 | 1,69,568.35 |
| General Reserve | | | |
| Balance at the beginning of the year | | 40,622.12 | 40,622.12 |
| Add/(less): Transfer/(utilize) during the year | | - | - |
| Balance at the end of the year | | 40,622.12 | 40,622.12 |
| Retained earnings | | | |
| Balance at the beginning of the year | | 42,228.14 | 44,196.15 |
| Add/(less): Profit/ (loss) for the year | | (4,936.68) | (1,468.01) |
| Prior Period Expense | | - | (500.00) |
| Balance at the end of the year | | 37,291.46 | 42,228.14 |
| Other Comprehensive Income | | | |
| Balance at the beginning of the year | | - | - |
| Add/Less: Movement in OCI (Net) During the year | | 29,18,085.95 | - |
| Balance at the end of the year | | 29,18,085.95 | - |
| TOTAL | | 31,65,567.88 | 2,52,418.61 |

KOTIA ENTERPRISES LIMITED
CIN: L74110DL1980PLC010678
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

| PARTICULARS | As at 31 Mar 25 | As at 31 Mar 24 |
|-------------|--------------------|--------------------|
| | | (₹ in '00) |

Nature and purpose of other reserves

a) General reserve

General reserve is created out of the accumulated profits of the Company as per the provisions of Companies Act, 2013.

b) Retained earnings

All the profits made by the Company are transferred to retained earnings from statement of profit and loss.

c) Other comprehensive income

Other comprehensive income represents balance arising on account of changes in fair value of equity instruments carried at fair value through other comprehensive income and gain/(loss) booked on re-measurement of defined benefit plans.

d) Security Premium

Any premium received on the issue of shares cumulates to this reserve account.

NOTE 18

Deferred tax liabilities (Net)

Deferred Tax Liabilities

Re-measurement of Equity Instruments through FVTOCI

4,86,915.16

-

Sub total (a)

4,86,915.16

Deferred Tax Assets

Difference between accounting and tax depreciation

757.82

-

Sub total (b)

757.82

-

Deferred Tax Liabilities (Net) (a)-(b)

4,86,157.34

-

Note No. 19.1 Deferred Tax Asset (DTA) has been recognised on timing differences arising from the difference between accounting and tax depreciation. Deferred Tax Liability (DTL) has been recognised on re-measurement gain on equity instruments measured at FVTOCI, being taxable temporary differences.

Refer Note No. 32

NOTE 19

Trade Payables

Total outstanding dues of micro enterprises and small enterprises

-

-

Total outstanding dues other than micro enterprises and small enterprises (Refer Note No. 19.1)

850.87

50,083.75

TOTAL

850.87

50,083.75

Note No. 19.1: There are no dues to Micro and Small Enterprises as defined under Micro, Small & Medium Enterprises Development Act, 2006 which are outstanding for a period more than 45 days as on the balance sheet date.

The above information regarding Micro and Small Enterprises has been determined on the basis of information available with the Company and has been duly relied upon by the auditors of the Company.

Trade Payable Ageing Schedule as on March 31 2025

| Particulars | Less than 1 Year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
|--------------|---------------------|-----------|-----------|-------------------|---------------|
| MSME | - | - | - | - | - |
| Others | 850.87 | - | - | - | 850.87 |
| Total | 850.87 | - | - | - | 850.87 |

Trade Payable Ageing Schedule as on March 31 2024

| Particulars | Less than 1 Year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
|--------------|---------------------|-----------|-----------|-------------------|------------------|
| MSME | - | - | - | - | - |
| Others | 50,083.75 | - | - | - | 50,083.75 |
| Total | 50,083.75 | - | - | - | 50,083.75 |

KOTIA ENTERPRISES LIMITED
CIN: L74110DL1980PLC010678
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

| | | (₹ in '00) |
|--|--------------------|--------------------|
| PARTICULARS | As at | As at |
| | 31 Mar 25 | 31 Mar 24 |
| Particulars | 31-Mar-25 | 31-Mar-24 |
| i) The Principal Amount & Interest due thereon remaining unpaid to any supplier as at end of the year | | |
| -Principal Amount | 850.87 | 50,083.75 |
| -Interest Payable on Outstanding Amount | - | - |
| | 850.87 | 50,083.75 |
| ii) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payments made to the supplier beyond the appointed day during each accounting year. | Nil | Nil |
| iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006. | Nil | Nil |
| iv) The amount of interest accrued and remaining unpaid at the end of each accounting year. | Nil | Nil |
| v) The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006 | Nil | Nil |
| vi) This information regarding Micro and Small Enterprises has been determined to the extent of such parties have been identified on the basis of information available with the Company. | | |
| NOTE 20 | | |
| Other financial liabilities: current | | |
| Retention money payable | 1,11,587.69 | 1,11,587.69 |
| Advance received from customers | 50,642.15 | 50,642.15 |
| TOTAL | 1,62,229.84 | 1,62,229.84 |
| NOTE 21 | | |
| Other current liabilities | | |
| Sundries Payable | 96.41 | 409.21 |
| Audit fee payable | 900.00 | 450.00 |
| Salary payable | 833.36 | 698.80 |
| Expenses payable | 355.77 | 694.78 |
| TOTAL | 2,185.54 | 2,252.79 |

KOTIA ENTERPRISES LIMITED
CIN: L74110DL1980PLC010678
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

| | (₹ in '00) | |
|--------------------------------|---------------------------------|---------------------------------|
| Particulars | For the year ended 31 Mar 25 | For the year ended 31 Mar 24 |
| Revenue from operations | NOTE 22 | |
| <u>Sale of products</u> | | |
| Construction Material | 42,432.46 | 42,706.90 |
| TOTAL | 42,432.46 | 42,706.90 |
| | NOTE 23 | |
| Other income | | |
| <u>Interest Income</u> | | |
| -Intercompany deposits | 46,027.14 | 41,221.81 |
| -From bank on FDR | 7.90 | - |
| Profit on Sale of PPE | - | 1,377.46 |
| Freight & Cartage | 243.00 | 455.00 |
| Other income | 9.85 | - |
| TOTAL | 46,287.89 | 43,054.27 |

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

| | (₹ in '00) | |
|--|---------------------------------|---------------------------------|
| Particulars | For the year ended 31 Mar 25 | For the year ended 31 Mar 24 |
| NOTE 24 | | |
| Purchase of stock-in-trade | | |
| Construction Materials | 42,019.22 | 42,452.64 |
| Less: Purchase Returns | - | 4,85,218.46 |
| TOTAL | 42,019.22 | (4,42,765.82) |
| Note:- Purchase return represents stock held since opening and returned to the supplier due to quality disputes. | | |
| NOTE 25 | | |
| Changes in inventories | | |
| Opening balance of stock in trade | - | 4,85,218.46 |
| Less: closing balance of stock in trade | - | - |
| TOTAL | - | 4,85,218.46 |
| NOTE 26 | | |
| Employee benefit expenses | | |
| Salaries & allowances | 8,290.50 | 8,688.00 |
| TOTAL | 8,290.50 | 8,688.00 |
| NOTE 27 | | |
| Depreciation | | |
| Depreciation on Property, Plant & Equipment (Refer Note No. 5) | 699.46 | 971.06 |
| TOTAL | 699.46 | 971.06 |
| NOTE 28 | | |
| Other expenses | | |
| Legal & professional charges | 4,362.31 | 3,523.69 |
| Payment to statutory auditors | | |
| - Audit Fees | 1,302.40 | 500.00 |
| - Other Matters | - | - |
| Electricity & water charges | 1,928.26 | 1,243.02 |
| Insurance | - | 19.94 |
| Listing fees | 3,821.00 | 3,903.87 |
| GST Demand | 7,134.06 | 382.21 |
| Rent expense | 19,968.84 | 19,968.84 |
| Office maintenance expense | 847.00 | 801.00 |
| Director Sitting-Fees | 960.00 | 840.00 |
| Other Expenses | 2,469.06 | 3,602.62 |
| TOTAL | 42,792.93 | 34,785.19 |
| NOTE 29 | | |
| Income tax | | |
| Tax expense comprises of: | | |
| Current tax | - | - |
| Deferred tax charge | (145.08) | 304.67 |
| Earlier years tax adjustments (net) | - | 27.61 |
| Income tax expense reported in the statement of profit and loss | (145.08) | 332.28 |

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

| | | (₹ in '00) |
|-------------|---------------------------------|---------------------------------|
| Particulars | For the year ended 31 Mar 25 | For the year ended 31 Mar 24 |

The major components of income tax expense and the reconciliation of expected tax expense based on the domestic effective tax rate of the Company at 25.167% and the reported tax expense in profit or loss are as follows:

| | | |
|---|------------|------------|
| Accounting profit before income tax | (5,081.76) | (1,135.73) |
| At India's statutory income tax rate of 25.167% | - | - |

Tax effect of amounts which are not deductible (taxable) in calculating taxable income:

| | | |
|--|-----------------------------|-----------------------------|
| Tax impact of expenses which will never be allowed | - | - |
| Earlier years tax adjustments (net) | - | - |
| Others | - | - |
| Income tax expense | <u> </u> | <u> </u> |

NOTE 30

| | | |
|--|---------------|---------------|
| Earning Per Shares: (In ₹) | | |
| Profit for the year (₹) | (4,93,667.28) | (1,46,801.05) |
| Amount available for equity shareholders (₹) | (4,93,667.28) | (1,46,801.05) |
| Total number of equity shares outstanding at the beginning of the year | 70,20,500 | 70,20,500 |
| Total number of equity shares outstanding at the end of the year | 70,20,500 | 70,20,500 |
| Weighted average number of equity shares | 70,20,500 | 70,20,500 |
| Earning per share - Basic and diluted (₹) | (0.07) | (0.02) |
| Face value per equity share (₹) | 10.00 | 10.00 |

Note no. 31. Disclosure as per Ind AS 2 'Inventories'

Amount of inventories recognised as expense during the year is as under:

| (Rs. In Lakhs) | | |
|---|-----------------------------|-----------------------------|
| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Cost of Material Consumed | - | - |
| Changes in Inventories Of Finished Goods, Stock-In-Trade and Work-In-Progress | - | 4,85,218.46 |
| Total | - | - |

*No inventories were recognised during the year ended 31.03.2025. The company held no inventory at the beginning or end of the reporting period.

Note no. 32. Disclosure as per Ind AS 12 'Income Tax'

a) Income Tax Expense

i) Income Tax recognised in the statement of profit and loss

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|------------------------------------|-----------------------------|-----------------------------|
| Current Tax Expenses | | |
| Current Income Tax | - | - |
| Tax Adjustment of Earlier Years | - | 27.61 |
| Total current Tax expenses | - | 27.61 |
| Deferred tax | | |
| Deferred Tax Expenses | (145.08) | 304.67 |
| Total deferred tax expenses | (145.08) | 304.67 |
| Total Income tax expenses | (145.08) | 332.28 |

ii) Income tax recognised in other comprehensive income (OCI)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|--|-----------------------------|-----------------------------|
| Current Tax Expenses | | |
| Net gain on fair value of FVOCI equity instruments | (4,86,915.16) | - |
| Total current Tax expenses | (4,86,915.16) | - |

iii) Reconciliation of tax expense and accounting profit multiplied by India's domestic rate

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|--|-----------------------------|-----------------------------|
| Profit before tax | (5,081.76) | (1,135.73) |
| Tax using the company tax rate @ 25.168% (Previous Year @ 25.168%) | - | - |
| Tax effect of : | | |
| Non deductible tax expenses (CSR) | - | - |
| Non deductible tax expenses (Donation) | - | - |
| Non deductible tax expenses (MSME Interest and Interest on Income Tax) | - | - |
| Tax Adjustment of Earlier Years | - | - |
| Others | - | - |
| Total tax expenses in the statement of profit and loss | - | - |

Movement in deferred tax balances

As at 31 March 2025

| Particulars | Net Balance 1 April 2024 | Recognised in profit and loss | Recognised in OCI | Others | Net Balance 31 March 2025 |
|---|-----------------------------|----------------------------------|-------------------|--------|------------------------------|
| Deferred Tax Liability | | | | | |
| Net Gain in Fair Value measurement of Equity Instrument | - | - | 4,86,915.16 | - | 4,86,915.16 |
| Deferred Tax Assets | | | | | |
| Difference between accounting and tax depreciation | 612.74 | 145.08 | - | - | 757.82 |
| Net tax assets/(liabilities) | 612.74 | 145.08 | (4,86,915.16) | - | (4,86,157.34) |

Note no. 33. Disclosure as per Ind AS 24 'Related Party Disclosures'

The Company has identified all the related parties as per details given below:

As per IND AS 24, the disclosures of transactions with the related parties are given below:

(i) List of related parties where control exists and also related parties with whom transactions have taken place and their relationship:

| S.No. | Particulars | Name | Relationship | Status |
|-------|--|--|-----------------------------------|-------------------------|
| A. | Key Management Personnel | Paaven Bansal | Director | resigned wef 31/08/2024 |
| | | Manoj Kumar Bansal | Managing Director & CFO | wef 25/08/2021 |
| | | Anupma Kashyap | Additional Director (Independent) | resigned wef 30/04/2024 |
| | | Vikas Bansal | Non-Executive Director | wef 14/11/2022 |
| | | Achal Kapoor | Additional Director (Independent) | wef 03/09/2022 |
| | | Preeti | Director | wef 01/05/2024 |
| | | Nupur Jain | Company Secretary | resigned wef 15/07/2024 |
| | | Ankit Bhatnagar | Company Secretary | wef 31/08/2024 |
| B. | Enterprises owned or significantly influenced by the Key Management Personnel or their Relatives | Iesous Marketing (P) Ltd. | | |
| | | EcLEAR Leasing & Finance Pvt Ltd | | |
| | | SBK Trade And Infrastructure Private Limited | | |

KOTIA ENTERPRISES LIMITED
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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(₹ in '00)

(ii) Transactions made with the "Related parties" during the year: -

(₹ in '00)

| Particulars | Enterprises over which KMP have significant influence | | Key Managerial Personnel | | Total | |
|---|---|--------------------|--------------------------|------------------|--------------------|--------------------|
| | 31.03.2025 | 31.03.2024 | 31.03.2025 | 31.03.2024 | 31.03.2025 | 31.03.2024 |
| Transactions during the year | | | | | | |
| Loan taken from | - | 1,269.34 | - | - | - | 1,269.34 |
| Iesous Marketing (P) Ltd. | - | - | - | - | - | - |
| SBK Trade And Infrastructure Private Limited | - | 1,269.34 | - | - | - | 1,269.34 |
| Loan Repaid to | - | 1,269.34 | - | - | - | 1,269.34 |
| Iesous Marketing (P) Ltd. | - | - | - | - | - | - |
| SBK Trade And Infrastructure Private Limited | - | 1,269.34 | - | - | - | 1,269.34 |
| Directors' Remuneration Paid | - | - | 960.00 | - | 960.00 | - |
| Achal Kapoor | - | - | 480.00 | - | 480.00 | - |
| Preeti | - | - | 480.00 | - | 480.00 | - |
| Payments of Expenses made on behalf of Company | 19,333.59 | - | 28,023.08 | 23,816.45 | 47,356.67 | 23,816.45 |
| Manoj Kumar Bansal | - | - | 21,566.28 | 23,816.45 | 21,566.28 | 23,816.45 |
| Paveen Bansal | - | - | 6,456.80 | - | 6,456.80 | - |
| EcLEAR Leasing & Finance Pvt Ltd | 18,017.50 | - | - | - | 18,017.50 | - |
| SBK Trade And Infrastructure Private Limited | 1,316.09 | - | - | - | 1,316.09 | - |
| Reimbursement for expenses paid on behalf of the company | 19,160.12 | - | 28,023.08 | - | 47,183.20 | - |
| Paveen Bansal | - | - | 6,456.80 | - | 6,456.80 | - |
| Manoj Kumar Bansal | - | - | 21,566.28 | - | 21,566.28 | - |
| EcLEAR Leasing & Finance Pvt Ltd | 17,844.03 | - | - | - | 17,844.03 | - |
| SBK Trade And Infrastructure Private Limited | 1,316.09 | - | - | - | 1,316.09 | - |
| Loan Recovered | 3,48,898.59 | 1,29,493.99 | - | - | 3,48,898.59 | 1,29,493.99 |
| EcLEAR Leasing & Finance Pvt Ltd | 3,48,898.59 | 1,29,493.99 | - | - | 3,48,898.59 | 1,29,493.99 |
| Salaries paid | - | - | 7,394.16 | - | 7,394.16 | - |
| Ankit Bhatnagar | - | - | 6,129.16 | - | 6,129.16 | - |
| Nupur Jain | - | - | 1,265.00 | - | 1,265.00 | - |
| Loan provided | - | - | 4,763.88 | - | 4,763.88 | - |
| EcLEAR Leasing & Finance Pvt Ltd | - | - | 4,763.88 | - | 4,763.88 | - |
| Interest Received | 41,424.42 | 40,704.28 | - | - | 41,424.42 | 40,704.28 |
| EcLEAR Leasing & Finance Pvt Ltd | 41,424.42 | 40,704.28 | - | - | 41,424.42 | 40,704.28 |
| Balances outstanding at year end | | | | | | |
| Salary Payable | - | - | 833.36 | 508.25 | 833.36 | 508.25 |
| Ankit Bhatnagar | - | - | 833.36 | - | 833.36 | - |
| Nupur Jain | - | - | - | 508.25 | - | 508.25 |
| Loan given | 2,18,500.00 | 5,21,210.29 | - | - | 2,18,500.00 | 5,21,210.29 |
| EcLEAR Leasing & Finance Pvt Ltd | 2,18,500.00 | 5,21,210.29 | - | - | 2,18,500.00 | 5,21,210.29 |
| Director remuneration payable | - | - | 216.00 | - | 216.00 | - |
| Achal Kapoor | - | - | 108.00 | - | 108.00 | - |
| Preeti | - | - | 108.00 | - | 108.00 | - |
| Expenses Payable | 262.64 | - | - | - | 262.64 | - |
| EcLEAR Leasing & Finance Pvt Ltd | 262.64 | - | - | - | 262.64 | - |

Note No. 34. Disclosure as Per Ind AS 115 Revenue from Contracts with Customers

Ind AS 115 requires disclosure of major changes on account of revenue recognised in the reporting period from the contract liability balance at the beginning of the period and other changes, as summarised below:

| Description | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|-----------------------------|-----------------------------|
| Contract liabilities at the beginning of the year | 50,642.15 | 1,05,642.15 |
| Less: performance obligations satisfied in current year | - | (55,000.00) |
| Add: advance received during the year. | - | - |
| Contract liabilities at the end of the year | 50,642.15 | 50,642.15 |

Disaggregation of revenue

Revenue arises mainly from the sale of manufactured and traded goods, sale of software, and job work services.

| Description | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---------------|-----------------------------|-----------------------------|
| Sale of goods | 42,432.46 | 42,706.90 |
| TOTAL | 42,432.46 | 42,706.90 |

| Geographical markets | Year ended 31 March 2025 | Year ended 31 March 2024 |
|----------------------|-----------------------------|-----------------------------|
| India | 42,432.46 | 42,706.90 |
| Others | - | - |
| TOTAL | 42,432.46 | 42,706.90 |

Reconcile the amount of revenue recognised in the statement of profit and loss with the contracted price

| Description | Year ended 31 March 2025 | Year ended 31 March 2024 |
|--|-----------------------------|-----------------------------|
| Revenue recognised during the year | 42,432.46 | 42,706.90 |
| Less: Discount, rebates, credits etc. | - | - |
| Add/Less: Any adjustment during the year | - | - |
| Revenue as per the contract | 42,432.46 | 42,706.90 |

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(₹ in '00)

Timing of Revenue recognition:

| Description | Year ended 31 March 2025 | Year ended 31 March 2024 |
|--|-----------------------------|-----------------------------|
| Revenue recognised at point in time | | |
| Sale of goods | 42,432.46 | 42,706.90 |
| Revenue recognised over time | | |
| Job work | - | - |
| | 42,432.46 | 42,706.90 |

Note no. 35. Disclosure as per Ind AS 37 'Provisions, contingent liabilities and contingent assets'

As per the requirements of Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets, the Company has evaluated all potential obligations and rights that may arise from past events. Based on this evaluation, the management has determined that:
For the Financial Year 2018–2019, a GST demand of ₹7,11,246 (CGST and SGST) was received along with interest of ₹28,49,628 and penalty of ₹71,124. The principal tax amount was paid, and the Company had applied for a waiver of interest and penalty under Section 128A of the CGST Act. The waiver was accepted and approved by the authorities vide order dated 21 May 2025.
For the Financial Year 2019–2020, a GST demand of ₹41,96,890 was received, along with interest of ₹40,47,900 and penalty of ₹4,19,688. The Company has filed an appeal before the appropriate appellate authority and deposited ₹4,19,689 (10% of the disputed tax) as a statutory pre-deposit.
Based on legal advice, the Company believes it has valid grounds in respect of the 2019–2020 demand. As the likelihood of an outflow of economic benefits is not considered probable, no provision has been recognised in the financial statements.

Note No. 36. Disclosure as per Ind AS 108 ' Operating segment'

As per the requirements of Ind AS 108 – Operating Segments, the standard requires disclosure of information about operating segments, products and services, geographical areas, and major customers.
The Company is engaged in a single line of business, namely the trading of goods, and operates entirely within India. It does not have any reportable business or geographical segments that are distinguishable for financial reporting purposes.
Accordingly, no separate segment reporting is presented in the financial statements.

Note No. 37. Disclosure as per Ind AS 107 'Financial instrument disclosure'

A) Capital management

The Company's objectives when managing capital are to:
- To ensure Company's ability to continue as a going concern, and
- To provide adequate return to shareholders

Management assesses the capital requirements in order to maintain an efficient overall financing structure. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. The Company manages its capital requirements by overseeing the following ratios -

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---------------------------------|-----------------------------|-----------------------------|
| Net debt | - | - |
| Total equity | 38,67,617.88 | 9,54,468.61 |
| Net debt to equity ratio | - | - |

B) FINANCIAL RISK MANAGEMENT

The Company's activities expose it to credit risk, liquidity risk and market risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

| Risk | Exposure arising from | Measurement | Management |
|-----------------------------|---|-----------------------------|---|
| Credit risk | Cash and cash equivalents, Loans, Investments, trade receivables, other financial assets. | Ageing analysis | Bank deposits, diversification of asset base, credit limits and collateral. |
| Liquidity risk | Borrowings and other liabilities | Rolling cash flow forecasts | Availability of committed credit lines and borrowing facilities. |
| Market risk - interest rate | Long-term borrowings at variable rates | Sensitivity analysis | Negotiation of terms that reflect the market factors. |

a) Credit risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

i) Credit risk management

Credit risk rating

The Company assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

A: Low
B: Medium
C: High

The Company provides for expected credit loss based on the following:

| | Basis of categorisation | Provision for expected credit loss |
|--------|--|---|
| Low | Cash and cash equivalents, investments, other bank balances, loans, trade receivables other financial assets | Life time expected credit loss or 12 month expected credit loss |
| Medium | Trade receivables and other financial asset | Life time expected credit loss or 12 month expected credit loss |
| High | Trade receivables and other financial asset | Life time expected credit loss fully provided for |

Life time expected credit loss is provided for trade receivables.

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.

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| | (₹ in '00) | |
|----------------------|-------------------------------------|-------------------------------------|
| Credit rating | Year ended 31 March 2025 | Year ended 31 March 2024 |
| A: Low | - | - |
| B: Medium | - | - |
| C: High | - | - |

Concentration of trade receivables

The Company's exposure to credit risk for trade receivables is presented as below. Loans and other financial assets majorly represents loans to employees and deposits given for business purposes.

ii) Credit risk exposure

Provision for expected credit losses

The Company provides for 12 month expected credit losses for following financial assets –

As at 31 March 2025

| Particulars | Estimated gross carrying amount at default | Expected credit losses | Carrying amount net of impairment provision |
|---------------------------|---|-----------------------------------|--|
| Cash and cash equivalents | 28,145.64 | - | 28,145.64 |
| Investment | 36,92,334.41 | - | 36,92,334.41 |
| Other bank balances | - | - | - |
| Loans | 2,18,500.00 | - | 2,18,500.00 |
| Other financial assets | 4,85,229.96 | - | 4,85,229.96 |

As at 31 March 2024

| Particulars | Estimated gross carrying amount at default | Expected credit losses | Carrying amount net of impairment provision |
|---------------------------|---|-----------------------------------|--|
| Cash and cash equivalents | 58,566.41 | - | 58,566.41 |
| Investment | 6,333.30 | - | 6,333.30 |
| Other bank balances | - | - | - |
| Loans | 5,21,210.29 | - | 5,21,210.29 |
| Other financial assets | 4,85,218.46 | - | 4,85,218.46 |

Reconciliation of loss provision – lifetime expected credit losses

| Reconciliation of loss allowance | Trade receivables | Other financial asset |
|---|--------------------------|------------------------------|
| Loss allowance as on 31 March 2023 | - | - |
| Impairment loss recognised/reversed during the year | - | - |
| Amounts written off | - | - |
| Loss allowance on 31 March 2024 | - | - |
| Impairment loss recognised/reversed during the year | - | - |
| Amounts written off | - | - |
| Loss allowance on 31 March 2025 | - | - |

b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates.

Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities.

| 31 March 2025 | Less than 1 year | More than 1 year | Total |
|-----------------------------|-------------------------|-------------------------|--------------------|
| Non-derivatives | | | |
| Borrowings | - | - | - |
| Trade payable | 850.87 | - | 50,083.75 |
| Other financial liabilities | 1,62,229.84 | - | 1,62,229.84 |
| Derivatives | | | |
| Derivative liability | - | - | - |
| Total | 1,63,080.71 | - | 2,12,313.59 |

| 31 March 2024 | Less than 1 year | More than 1 year | Total |
|-----------------------------|-------------------------|-------------------------|--------------------|
| Non-derivatives | | | |
| Borrowings | - | - | - |
| Trade payable | 50,083.75 | - | 50,083.75 |
| Other financial liabilities | 1,62,229.84 | - | 1,62,229.84 |
| Derivatives | | | |
| Derivative liability | - | - | - |
| Total | 2,12,313.59 | - | 2,12,313.59 |

c) Interest rate risk

At present the company does not have any borrowings from the Banks or the Financial Institutions. Therefore there is no interest rate risk.

Note No. 38. Disclosure as per Ind AS 113 'Fair Value Measurement'

i) Fair values hierarchy

Financial assets and liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques that maximise the use of observable market data and rely as little as possible on entity-specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

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ii) Financial instruments by category (₹ in '00)

For amortised cost instruments, carrying value represents the best estimate of fair value.

| Particulars | 31 March 2025 | | | 31 March 2024 | | |
|------------------------------------|---------------|---------------------|--------------------|---------------|-----------------|---------------------|
| | FVTPL | FVOCI | Amortised cost | FVTPL | FVOCI | Amortised cost |
| Financial assets | | | | | | |
| Investment in unquoted shares | - | 36,92,334.41 | - | - | 6,333.30 | - |
| Trade receivables | - | - | 34,869 | - | - | 50,931 |
| Loans | - | - | 2,18,500 | - | - | 5,21,210 |
| Cash and cash equivalents | - | - | 28,146 | - | - | 58,566 |
| Other bank balances | - | - | 508 | - | - | - |
| Other financial assets | - | - | 4,85,230 | - | - | 4,85,218 |
| Total financial assets | - | 36,92,334.41 | 7,67,252.16 | - | 6,333.30 | 11,15,926.21 |
| Financial liabilities | | | | | | |
| Borrowings | - | - | - | - | - | - |
| Trade payables | - | - | 850.87 | - | - | 50,083.75 |
| Other financial liabilities | - | - | 1,62,229.84 | - | - | 1,62,229.84 |
| Total financial liabilities | - | - | 1,63,080.71 | - | - | 2,12,313.59 |

The following table summarises the quantitative information about the significant unobservable inputs used in level 1 & 2 fair value measurements. (₹ in '00)

| Particulars | Level | Fair value | |
|-----------------------------|---------|---------------|---------------|
| | | 31 March 2025 | 31 March 2024 |
| Unquoted equity investments | Level 2 | 7,17,334.41 | 6,333.30 |
| Quoted equity investments | Level 1 | 29,75,000.00 | - |

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(₹ in '00)

iii) Fair value of instruments measured at amortised cost

Fair value of instruments measured at amortised cost for which fair value is disclosed is as follows:

| Particulars | Level | 31 March 2025 | | 31 March 2024 | |
|------------------------------------|---------|--------------------|--------------------|---------------------|---------------------|
| | | Carrying value | Fair value | Carrying value | Fair value |
| Financial assets | | | | | |
| Loans | Level 3 | 2,18,500.00 | 2,18,500.00 | 5,21,210.29 | 5,21,210.29 |
| Other financial assets | Level 3 | 4,85,229.96 | 4,85,229.96 | 4,85,218.46 | 4,85,218.46 |
| Total financial assets | | 7,03,729.96 | 7,03,729.96 | 10,06,428.75 | 10,06,428.75 |
| Financial liabilities | | | | | |
| Borrowings | Level 3 | - | - | - | - |
| Other financial liabilities | Level 3 | 1,62,229.84 | 1,62,229.84 | 1,62,229.84 | 2,17,497.34 |
| Total financial liabilities | | 1,62,229.84 | 1,62,229.84 | 1,62,229.84 | 2,17,497.34 |

The management assessed that cash and cash equivalents, trade receivables, other receivables, trade payables and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values.

Note No. 39. Disclosure of Financial Ratios

| S. NO. | Ratios | Numerator | Denominator | As at | As at | % Variance | Reasons for Variation |
|--------|---------------------------------|-------------------------------------|------------------------------|-----------|-----------|------------|---|
| | | | | 31 Mar 25 | 31 Mar 24 | | |
| 1 | Current Ratio | Current Assets | Current Liabilities | 4.97 | 5.39 | -7.86% | Reason for variation is not applicable as percentage of variance is less than 25% |
| 2 | Debt- Equity Ratio | Total Debt | Shareholders Funds | NA | NA | 0.00% | There is no debt during the year |
| 3 | Debt- Service Coverage Ratio | Earnings available for debt service | Total Debt Service | NA | NA | 0.00% | There is no debt during the year |
| 4 | Return on Equity Ratio | Net Profit After Tax | Shareholders Funds | (0.00) | (0.00) | -17.01% | Reason for variation is not applicable as percentage of variance is less than 25% |
| 5 | Inventory Turnover Ratio | Sales | Average Inventory | - | 0.18 | -100.00% | There is no opening or closing inventory for the current year |
| 6 | Trade Receivable Turnover Ratio | Net credit sales | Average Accounts Receivables | 0.99 | 1.68 | -41.02% | Decrease in Trade Receivables during the year |
| 7 | Trade Payable Turnover Ratio | Net credit purchases | Average Trade Payables | 1.65 | (16.27) | -110.14% | Decrease in Trade Payables during the year. |
| 8 | Net Capital turnover Ratio | Total Sales | Working Capital | 0.06 | 0.05 | 42.60% | Decrease in Current assets during the year. |
| 9 | Net Profit Ratio | Net profit | Net Sales | (0.12) | (0.03) | 287.81% | Due to increase in Loss during the year. |
| 10 | Return on Capital Employed | EBIT | Capital Employed | (0.00) | (0.00) | 556.79% | Loss increased during the year. |
| 11 | Return on Investment | Profit on sales on Investment | Investment | NA | NA | NA | There is no sale of investment during the year. |

Note No. 40.

Additional Regulatory Information in Schedule III:

- i) The company does not have any immovable property during the year.
- ii) The Company does not have any investment property, hence the question of disclosure and valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017 does not arise.
- iii) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- iv) The Company does not have any intangible assets during the year.
- v) No loans or advances in the nature of loan are granted to promoters, directors, KMPS, and the related parties (as defined under Companies Act, 2013) either severally or jointly with other person, that are repayable on demand or without specifying any terms or period of repayments.
- vi) The company does not have any Capital Work-in-Progress during the year.
- vii) There are no intangible assets under development during the year.
- viii) Benami property : There are no proceedings being initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ix) The Company does not have any loans from banks or financial institutions.
- x) Wilful Defaulter : the Company has not been declared as wilful defaulter by any bank or financial institution or other lender.
- xi) The Company does not have transactions or relationship with Struck off Companies.
- xii) Registration of charges or satisfaction with Registrar of Companies:- There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.
- xiii) The Company is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- xiv) Detailed Ratio analysis given in note number 39.
- xv) There are no Scheme of Arrangements as on March 31, 2025.
- xvi) Utilisation of borrowings availed from banks :-
The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
 The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

Note No 41. Additional information to be disclosed by way of Notes to Statement of Profit and Loss

- i) The Company does not have any undisclosed income as on March 31, 2025.
- ii) The Company does not have any Crypto Currency or Virtual Currency as on March 31, 2025.

Note No. 42. Events occurring after the Balance Sheet Date :-

There are no events occurring after Balance Sheet date in respect of the year ended 31 March 2025.

Note No. 43. Disclosure as required by Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

A. Loans and advances in the nature of loans

To Joint Venture : Nil

To Wholly Owned Subsidiary : Nil

B. Investment by the loanee : Nil

Note No. 44. Certain Prior year amounts have been reclassified for consistency with the current period presentation. These reclassification have no effect on the reported results of operations.

For Ajay Rattan & Co.
Chartered Accountants
(Firm Registration No.012063N)

For and on behalf of the Board of Directors of
Kotia Enterprises Limited

CA Ajay Aggarwal
Partner
Membership No. 090975
UDIN: 25090975BOEOLG7410

Manoj Kumar Bansal
Managing Director & CFO
DIN: 00272806

Vikas Bansal
Director
DIN: 07094135

Place : New Delhi
Dated : 30.05.2025

Ankit Bhatnagar
Company Secretary
M.NO: 42170